MARVEL

MODERN ERA

EPIC COLLECTION

SPIDER-GIRL

DEFALCO

ROSEMANN

OLLIFFE

FRENZ

RYAN

THESE MEAN STREETS ARE NOT FOR THE FAINT OF HEART!
I HAVE BEEN SECRETLY OBSERVING YOUR ACTION, LITTLE GIRL--
LISTEN YOU'RE
BE AS TIVE AS EBS ST MES!
WITH THE ORIGI E ALSO HEARD AB ALLED DAREDEV
VERY SUBTLE! I ASSUME THAT'S MY CUE TO SPOUT OFF MY ORIGIN . . .
mcnabb
OLLIFFE -AW

LEGACY

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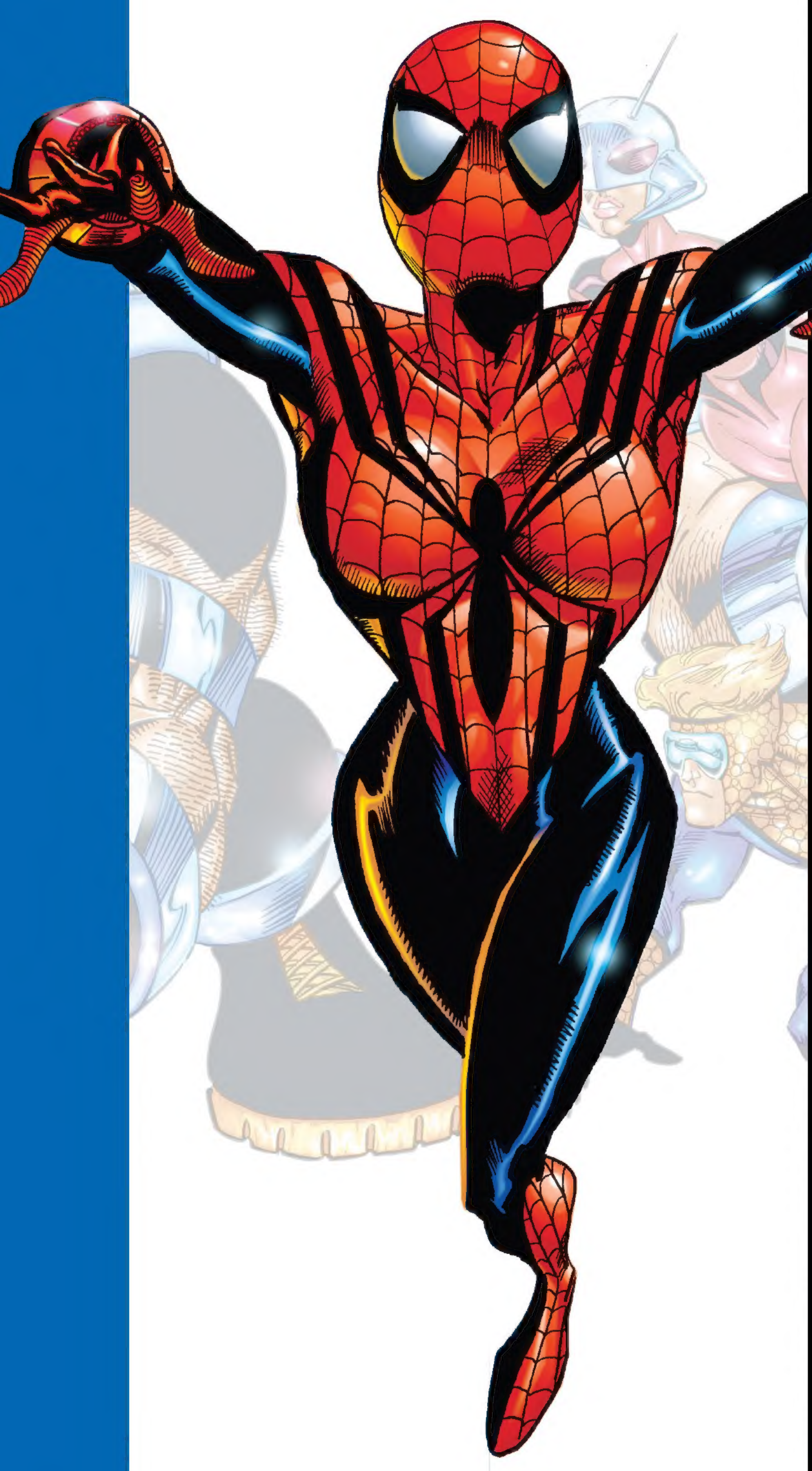
SPIDER-GIRL

LEGACY

VOL. 1

1998-1999



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MARVEL COMICS 2

#0

OCT

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL™

APPROVED BY THE COMICS CODE AUTHORITY

WHO IS SHE?

DEFALCO
FRENZ
SIENKIEWICZ

THE NEXT GENERATION OF SPIDEY® EXCITEMENT STARTS HERE!!!!

INSTINCTIVELY, YOU GLANCE AT THE GAME CLOCK, CONFIRMING WHAT YOU ALREADY KNOW...

MIDTOWN HIGH SCHOOL

...TIME IS RUNNING OUT, AND THE HOLLIS COURT CRUSADERS STILL LEAD BY A SINGLE POINT.

EVEN AS THE HOME COURT CROWD ROARS ITS ENCOURAGEMENT, YOU FEEL A SUDDEN CHILL--

--AS IF MORE THAN A SIMPLE GAME WERE AT STAKE--

MIDTOWN HIGH SCHOOL

--AS IF TONIGHT WERE DESTINED TO MARK A MAJOR TURNING POINT IN YOUR LIFE!

SUCH THOUGHTS ARE SOON FORGOTTEN AS THE CRUSADERS' TOP SCORER SUDDENLY BREAKS TOWARD THE BASKET.

SHE AIMS, SHOOTS, AND--

NO GOOD, YOU WANT TO SHOUT AS YOUR OUTSTRETCHED FINGERS GRASP THE BALL.

MAYDAY SNAGGED THE REBOUND!

GO, GIRL! GO!

THE FINAL SECONDS TICK AWAY AS YOU RACE DOWN COURT--

STOP HER! SHUT HER DOWN!

--AND THAT'S WHEN YOU BEGIN TO FEEL IT!

A STRANGE, TINGLING SENSATION IN THE BACK OF YOUR SKULL--

--WHICH SEEMS TO GUIDE YOU, LIKE SOME UNCANNY SIXTH SENSE, AS YOU ZIGZAG PAST YOUR DESPERATE OPPONENTS!

NOTHING CAN STOP YOU NOW!

YOU'RE IN YOUR ZONE...

Stan Lee PRESENTS

LEGACY...

YOU'RE FEELING LOOSE AND SLAMMING HEAT!

YOUR NAME IS MAY "MAYDAY" PARKER, AND TODAY IS THE FIRST DAY OF THE REST OF YOUR LIFE!

IN BLACK AND WHITE

TOM DEFALCO & RON FRENZ
SCRIPT, PLOT & PENCILS

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SPRINGING TO THEIR FEET, THE CROWD ERUPTS IN WILD APPLAUSE AS THE FINAL BUZZER SOUNDS--

--AND YOU'RE CAUGHT IN THE EUPHORIA OF THE MOMENT!

BUT, UNKNOWN TO YOU, YOUR PARENTS HUDDLE AND WHISPER IN THE BLEACHERS.

P-PETER... NOBODY CAN JUMP THAT HIGH!

NOBODY... NORMAL.

DON'T LEAP TO RASH CONCLUSIONS, MARY JANE.

I'M SURE THERE'S AN EXPLANATION.

THEN, YOU DON'T THINK SHE'S--?!

OF COURSE NOT! I'VE BEEN WATCHING FOR THE SIGNS EVER SINCE SHE WAS BORN.

NOW, COME ON...

SHE'S WAITING FOR US.

THEY MOVE SLOWLY, BECAUSE OF YOUR FATHER'S CHRONIC LIMP, AND YOU HAVE TIME TO SHOWER AND CHANGE.

WAY TO GO, YOUNG LADY!

IT WAS PRETTY... IMPRESSIVE. ANY IDEA HOW YOU MANAGED IT?

DON'T I WISH! WE'RE TALKING A COLLEGE SCHOLARSHIP IF I NAIL THAT MOVE.

MAYBE EVEN A SHOT AT THE PROS!

THE STRANGE TINGLING UNEXPECTEDLY RETURNS... BUT YOU DON'T KNOW WHY.

YOU ALL RIGHT, MAY?

YOU SUDDENLY LOOK A LITTLE PALE...

I... UH...

I GUESS I'M OKAY.

MY SPIDER-SENSE IS WARNING ME OF DANGER!

IT'S PASSING, BUT--OH, NO! THAT PUZZLED EXPRESSION ON MAY'S FACE! DID SHE FEEL IT, TOO?!

HI, DOCTOR AND MRS. PARKER! YO, GIRLFRIEND! I RAN INTO BRAD AND MOOSE, AND INVITED THEM TO JOIN OUR VICTORY CELEBRATION.

DAVID KIRBY IS A TEAMMATE AND ONE OF YOUR CLOSEST FRIENDS, AND BRAD MILLER IS... WELL... HE'S SIMPLY BRAD, 'NUFF SAID!

SOUNDS COOL, DAVID, BUT I ALREADY MADE PLANS WITH COURTNEY AND JIMMY... YOU KNOW, FROM THE SCIENCE CLUB.

NO NEED TO MISS A PARTY ON OUR ACCOUNT, MAY. YOU BELONG WITH YOUR TEAMMATES TONIGHT.

YEAH! WE'LL CATCH YOU TOMORROW!

DON'T BOUNCE ON ME, GUYS. WE CAN ALL HANG TOGETHER.

LIKE THAT'LL EVER HAPPEN! WE'RE GOING TO A PARTY, NOT A COMPUTER SEMINAR.

MOOSE IS RIGHT, MAY! IT'S JUST GONNA BE THE GIRLS FROM YOUR TEAM AND A FEW FOOTBALL PLAYERS.

YOU EXPECT MOOSE TO BE RUDE--THE GUY'S HEAD-BUTTED ONE GOALPOST TOO MANY--BUT YOU HAD HIGHER HOPES FOR BRAD.

AW, MAN! THIS IS SO UNFAIR TO MAY... ESPECIALLY SINCE SHE'S TOTALLY INTO BRAD.

THAT NEANDERTHAL?! YOU'VE GOT TO BE KIDDING!

I THINK I'LL PASS ON TONIGHT'S PARTY, GUYS... MAYBE NEXT TIME.

SUIT YOURSELF, MAY! WE'LL CATCH YOU WHENEVER.

AS YOU TURN AWAY, YOU WONDER IF BRAD'S EYES ARE CLOUDING WITH REGRET--

--OR ANNOYANCE?!

OUR DAUGHTER OBVIOUSLY TAKES AFTER *YOU* A LOT MORE THAN *ME*.

I'D SAY HER BIGGEST PROBLEM IS THAT SHE'S A BIT *TOO* POPULAR.

MAYBE... BUT I'M A LITTLE WORRIED ABOUT THE TRAITS SHE MIGHT HAVE GOTTEN FROM YOU.

WERE WE WRONG TO KEEP *SECRETS* FROM HER?

I... I REALLY CAN'T SAY.

*ALL I KNOW FOR SURE IS THAT I'D DO **ANYTHING** TO KEEP HER SAFE... AND ASSURE HER HAPPINESS.*

*I STILL REMEMBER THE DAY I FIRST HELD HER. SHE WAS SUCH A LITTLE **MIRACLE!***

I WANTED TO SPEND EVERY WAKING MOMENT WITH THE TWO OF YOU.

BUT I HAD OTHER RESPONSIBILITIES.

AT LEAST I THOUGHT I DID.

IT'S ALMOST FUNNY HOW THINGS EVENTUALLY WORKED OUT.

*MAY WAS ONLY TWO YEARS OLD WHEN I HAD MY **FINAL** CONFRONTATION WITH **NORMAN OSBORN**, THE ORIGINAL **GREEN GOBLIN.***

*THAT BATTLE COST HIM HIS **LIFE.***

AND I LOST... WELL... ANY DESIRE TO CONTINUE MY DUAL IDENTITY.

SINCE I WAS NO LONGER ***SPIDER-MAN***, I DIDN'T SEE ANY REASON TO BURDEN HER WITH THE KNOWLEDGE OF MY PAST.

THAT'S EXACTLY WHAT I THOUGHT...

UNTIL TONIGHT!

AS NIGHTS GO, YOU'VE HAD BETTER! JIMMY IS SULKING ABOUT SOMETHING, AND COURTNEY HAS A MAD-ON FOR ANYONE WHO'S EVER PLAYED A TEAM SPORT.

I'LL TELLING YOU, COURT--YOU DON'T *KNOW* THEM.

YOU'RE SOOO RIGHT, MS. MAY! *ALL* I HAVE TO GO ON IS THE WAY THEY *TREAT* PEOPLE LIKE JIMMY AND ME!

AND, BESIDES... THEY'RE STUPID AND THEY SMELL.

YOU TURN TOWARD JIMMY, HOPING TO ENLIST HIS AID, WHEN SUDDENLY YOU FEEL THE TINGLING, AGAIN...

BUT IT'S *DIFFERENT* THIS TIME.

SHARPER!

MORE INSISTENT!

AND, THOUGH YOU DON'T EXACTLY KNOW WHY, YOU INSTINCTIVELY REALIZE YOU'VE GOT TO *MOVE*.

NOW!

NOW!

JIMMY! COURTNEY--- *GET BACK!*

MAY, W-WHAT *WAS* THAT?

IF YOU HADN'T SHOVED US ASIDE--!

OHMIGOSH-- LOOK!

SOMETHING'S STREAKING TOWARDS US--!

YOU CHILDREN NEEDN'T FEAR ME.

NOT AS LONG AS THE *PARKER GIRL* DELIVERS A MESSAGE.

TELL YOUR FATHER THAT THE *GREEN GOBLIN* HAS RETURNED... AND THAT WE HAVE *UNFINISHED BUSINESS.*

H-HOW DOES A CREEP LIKE YOU KNOW MY DAD?!

YOU'D BE *SURPRISED* YOUNG MAY!

I'LL MEET HIM AT THE *BRIDGE* AT MIDNIGHT TOMORROW.

BRIDGE?! WHAT BRIDGE?

HAHAHAHA!

TRUST ME... HE'LL *KNOW!*

FEELING LIKE YOU ACCIDENTALLY STUMBLED INTO SOMEONE ELSE'S NIGHTMARE, YOU RUN ALL THE WAY HOME...

THE GREEN GOBLIN?!

TH-THAT'S WHAT HE CALLED HIMSELF!

IT'S A CASE OF MISTAKEN IDENTITY, RIGHT?

I MEAN, LIKE I KNOW DAD WORKS IN A *POLICE LAB* AND ALL, BUT--!

TRY TO CALM DOWN, HOTSHOT. EVERYTHING'S GOING TO BE FINE.

I HOPE!

YOU LISTEN TO YOUR MOTHER, HON.

I'M SURE I CAN STRAIGHTEN THIS OUT WITH... ER... A FEW CALLS.

WHY DON'T YOU TWO USE THE PHONE UPSTAIRS... AND MAKE SURE *JIMMY* AND *COURTNEY* GOT HOME ALL RIGHT?

UH... SURE... GOOD IDEA!

NORMAN OSBORN IS LONG DEAD, AND SO IS HIS SON--*HARRY*--WHO ALSO TOOK ON THE *GOBLIN* IDENTITY.

BUT HARRY HAD A SON--*NORMIE*--WHO SHOULD BE ABOUT--*WHAT?*--NINETEEN OR TWENTY BY NOW.

HIS MOTHER REMARRIED, AND I HAVEN'T SPOKEN TO HER IN YEARS.

PARKER? PETER PARKER?!

STRANGE YOU CALLED. I'VE BEEN MEANING TO GIVE YOU A HOLLER, BUT THINGS HAVE BEEN... WELL... I'D HAVE TO SAY THEY'VE BEEN PRETTY *BAD* AROUND HERE.

LIZ FELL... ILL... A FEW WEEKS AGO, AND THE PROGNOSIS ISN'T GOOD.

NORMIE?! NOPE, HAVEN'T SEEN HIM SINCE THE DAY HE LEARNED ABOUT HIS MOM.

LISTEN, NELSON, IF THERE'S *ANYTHING* MARY JANE OR I CAN...

YES... I...

I *UNDERSTAND.*

MAY'S FRIENDS ARE DOING ALL RIGHT, CONSIDERING THE FRIGHT THEY HAD.

HOW YOU HOLDING UP, TIGER?

WHEN DOES IT *END*, MARY JANE? HOW MANY LIVES HAVE TO BE RUINED BEFORE WE'VE SEEN THE LAST OF NORMAN OSBORN'S LEGACY OF EVIL?!

IF ONLY I'D--I *DON'T KNOW*--THERE MUST HAVE BEEN *SOMETHING* I COULD HAVE DONE!

I HOPE YOU REALIZE THIS *ISN'T* YOUR FAULT.

ISN'T IT?!

HONEY, FOR OVER THIRTEEN YEARS OUR LIVES HAVE BEEN GLORIOUSLY... *NORMAL.*

YOU AND MAY DESERVE ***BETTER!***

MAYBE YOU WERE RIGHT EARLIER... WHEN YOU SAID WE SHOULD HAVE *TOLD* HER.

SHE HAS A RIGHT TO KNOW THE *MADNESS* SHE'S BEEN BORN INTO.

SHE'S A GOOD GIRL--*STRONG* AND *INDEPENDENT!* WHATEVER ELSE YOU AND I MIGHT HAVE SCREWED UP IN OUR LIVES, WE DID ALL RIGHT AS PARENTS.

SHE CAN HANDLE THE ***TRUTH.***

BESIDES, SHE HAS A ***RIGHT*** TO KNOW WHO SHE IS... ESPECIALLY IF HER ***POWERS*** ARE STARTING TO KICK IN!

SHE ALREADY KNOWS *WHO* SHE IS, MARY JANE. SHE'S OUR DAUGHTER...

EVERYTHING ELSE IS JUST PART OF THE ENTIRE PICTURE!

I KNOW, PETER, AND I'M TELLING YOU SHE CAN HANDLE THIS.

SHE CAN HANDLE BEING THE DAUGHTER OF SPIDER-MAN!

THE TRUTH *HURTS*... DOESN'T IT, SPIDER-MAN?

OSBORN

YOU *MURDERED* MY GRANDFATHER.

AND YOU *KILLED* MY DAD.

IT'S NOW UP TO *ME* TO AVENGE THEIR DEATHS!

IT'S MY RESPONSIBILITY TO RECLAIM THEIR HONOR!

HATE

JOURNAL

DEEP WITHIN THE INNERMOST RECESSES OF HER HEART, I'M CERTAIN MY MOTHER HAS SECRETLY PRAYED FOR THIS MOMENT.

NOW THAT SHE'S SAFE FROM HARM, I'M READY TO TAKE UP THE MANTLE OF MY FATHER... AND HIS FATHER BEFORE HIM.

Honor thy father

Kill the spider

AT LONG LAST, I SHALL FINALLY PUT AN END TO THE CYCLE OF HATE WHICH *YOU* BEGAN, SPIDER-MAN!

REVENGE

GOOD MORNING, MR. PARKER.

IT'S BEEN QUITE AWHILE SINCE YOUR LAST VISIT TO *FANTASTIC FIVE* HEADQUARTERS.

HOW CAN I HELP YOU TODAY?

MARY JANE THINKS I SHOULD TURN THIS MATTER OVER TO MY PRECINCT COMMANDER, BUT I... I JUST *CAN'T!*

I NEED TO SEE THE *HUMAN TORCH*, ROBERTA.

IT'S A PERSONAL MATTER.

MR. STORM AND THE REST OF THE TEAM ARE PRESENTLY ON A CLASSIFIED MISSION IN DEEP SPACE, MR. PARKER.

I'LL INFORM HIM OF YOUR VISIT AS SOON AS HE RETURNS.

THANKS ANYWAY, ROBERTA... BUT I'M AFRAID I CAN'T WAIT.

THERE GOES MY PLAN TO ASK JOHNNY TO BACK ME UP WHEN I CONFRONT NORMIE.

S'FUNNY, I STILL THINK OF HIM AS *LITTLE NORMIE*, AND THAT COULD PROVE TO BE A *FATAL* MISTAKE.

HE'S AN *ADULT* NOW, AND I'M SURE HE WANTS ME *DEAD*.

MY HISTORY WITH THE OSBORNS IS TOO PERSONAL FOR POLICE INVOLVEMENT.

WHAT SHOULD I DO?

WHERE CAN I TURN?!

THWIPPP!

TWENTY STRAIGHT SWISHES!

I USED TO THINK MY ATHLETIC SKILLS WERE THE RESULT OF TRAINING, PRACTICE, AND HARD WORK...

BUT I'M JUST SOME KIND OF FREAK!

SAAAAAY...

EXACTLY HOW FREAKY AM I?!

EXPLODING INTO ACTION, YOU HURL YOURSELF FROM WALL TO WALL--

--SOMERSAULTING AND RICOCHETING FROM FLOOR TO CEILING--

--AND PUSHING YOURSELF LIKE NEVER BEFORE!

WHOA! THIS IS TOO, TOO COOOOOL!

BEING A FREAK MAY ACTUALLY BE *ALL* IT'S CRACKED UP TO BE-- AND *MORE!*

UH-OH! THAT TINGLING'S BACK, AND--*HEY!* IT'S DAVIDA, BUT SOMETHING TELLS ME I'D BETTER KEEP THE LID ON MY POWERS!

WHAT'S THE WORD, GIRLY GIRL?

WE STILL TIGHT AFTER LAST NIGHT?

LIKE *FOREVER*, GIRLFRIEND! YOU'RE STILL MY BEST BUD... EVEN THOUGH I GOTTA BOUNCE NOW.

CALL ME LATER?

BELIEVE IT!

WELCOME TO *AVENGERS MANSION*, MR. PARKER.

I UNDERSTAND YOU'RE A CIVILIAN SCIENTIST EMPLOYED BY THE MANHATTAN POLICE DEPARTMENT.

THAT'S RIGHT, AND I'M HERE TO CONSULT ON A CURRENT CASE.

I'M SURPRISED IT TOOK ME SO LONG TO THINK OF THE *AVENGERS*. THEY'VE ALWAYS BEEN THE *ALL-STARS* OF THE SUPER HERO SET, WITH MEMBERS LIKE *CAPTAIN AMERICA*, *IRON MAN*, *THOR* AND EVEN *ME* FOR AWHILE.

I'M NOT SURE *WHO* IS IN THE CURRENT LINE-UP, BUT THESE GUYS HAVE ALWAYS BEEN--

--EARTH'S *MIGHTIEST* HEROES?!

AFTERNOON, SIR.

WHAT'S THE *PROB*, POPS?

WHAT WAS I *THINKING*?!

THEY ALL SEEM SO...SO *YOUNG*!

I KNOW I'M BEING UNFAIR! HECK, I WAS EVEN *YOUNGER* WHEN I FIRST DONNED MY WEBS, BUT IT WAS A DIFFERENT WORLD...A DIFFERENT TIME.

WHEW I BARELY MANAGED TO MAKE AN EXIT WITH MY DIGNITY STILL INTACT, BUT I...I JUST COULDN'T ASK THOSE...THOSE *KIDS*... TO PUT THEMSELVES AT RISK!

NORMIE IS MY PROBLEM!

MY RESPONSIBILITY!

YOU REALIZE THAT YOU'VE BEEN SHOUTING AT THE TOP OF YOUR VOICE, AND DESPERATELY TRY TO REGAIN SOME SEMBLANCE OF COMPOSURE...

I OVERHEARD YOU TELL DAD THAT I COULD HANDLE IT...SO PLEASE, MOM... PLEASE... LET ME HANDLE IT.

ALL OF IT!

NOT UNTIL YOU CHANGE YOUR TONE, YOUNG LADY.

YOU JUST DON'T GET IT, MOM... DO YOU?! THE ABSENCE OF TRUTH IS A LIE!

THANKS TO YOU AND DAD... I DON'T KNOW WHO I AM ANYMORE!

OH, DON'T BE SO MELODRAMATIC...

ESPECIALLY WHEN YOU'RE QUOTING MY LINES!

I'M A FREAK!

NO...

YOU'RE ONLY YOUR FATHER'S DAUGHTER.

AND HE WAS SPIDER-MAN.

B-BUT I HAVE NO IDEA WHAT THAT MEANS!

YOU'RE... RIGHT.

I... I'M WHAT?!

I'LL CONCEDE THAT IT'S OUR FAULT YOU'RE IN THE DARK... IF YOU'LL CUT ME A LITTLE SLACK AS I TRY EXPLAINING THE FACTORS BEHIND OUR DECISION.

YOUR MOTHER BEGINS TO TALK--

--AND DOESN'T STOP UNTIL LONG AFTER YOU'VE REACHED THE ATTIC.

...S-SO THAT'S HOW DAD LOST HIS LEG.

THAT'S IT! SINCE HE COULDN'T BE SPIDER-MAN ANY LONGER, WE HONESTLY THOUGHT WE COULD SPARE YOU THIS MISERY.

I CAN SEE HOW YOU WERE ONLY TRYING TO PROTECT ME, BUT YOU SHOULD HAVE KNOWN IT WOULDN'T WORK.

EVEN IF NORMIE HADN'T GONE CRACKERS, THE EMERGENCE OF MY POWERS WOULD HAVE BEEN A DEAD GIVE-AWAY.

BESIDES, YOU CAN'T SAVE SOMEONE FROM WHO SHE IS...

...OR FROM THE RESPONSIBILITY SHE SHARES.

HEY! HOW COME THERE ARE TWO DIFFERENT COSTUMES HERE?

THAT ONE BELONGED TO YOUR *UNCLE BEN.*

DAD USED TO TELL ME STORIES ABOUT HIM. HE WAS A HERO WHO DIED BEFORE I WAS BORN.

I TAKE IT THIS *SPIDER-THING* SORT OF RUNS IN OUR FAMILY... KIND OF LIKE THE OSBORNS AND THEIR GREEN SCENE.

MOM, WHAT WILL DAD DO ABOUT NORMIE?!

WHAT HE *ALWAYS* DOES, BABY.

HE'LL MAKE THINGS *RIGHT*...

IF HE *CAN!*

HELLO, NORMAN.

HELLO, UNCLE PETE.

YOU DIDN'T WEAR YOUR PLAY CLOTHES, UNCLE PETE.

MY DATE WAS SUPPOSED TO BE WITH SPIDER-MAN.

HE DOESN'T EXIST ANYMORE, NORMAN.

HE DIED THE SAME NIGHT AS YOUR GRAND-FATHER.

THERE'S NO NEED FOR US TO FIGHT.

I'M AFRAID YOU'RE WRONG, UNCLE PETE. YOU SAY SPIDER-MAN IS DEAD, YOU ONE-LEGGED LOSER... BUT YOU'RE STILL BREATHING!

IS MY GRANDFATHER?!

IS MY DADDY?!

THIS WAR ENDS WHEN I STAND OVER SPIDER-MAN'S CORPSE!

I'LL GET YOU TO CHANGE INTO COSTUME.

I CAN BE VERY PERSUASIVE. JUST ASK YOUNG MAY...

NOPE, IT'S A FAMILY AFFAIR, AS I RECALL!

IS THAT A POLICE SPECIAL YOU'RE PACKING... OR ARE YOU JUST HAPPY TO SEE ME?!

I SWEAR TO YOU, NORMAN, I'LL DO WHATEVER'S NECESSARY TO PROTECT MY FAMILY.

WHY, UNCLE PETE, I BELIEVE YOU...

LEAVE HER OUT OF THIS, NORMAN! IT'S STRICTLY BETWEEN YOU AND ME.

PUT HIM DOWN, NORMIE!

OH, GOD-- NO!

RUN, MARY JANE! RUN!

WE HAVE NOTHING TO FEAR FROM LITTLE NORMIE, PETER.

WE USED TO BABY-SIT FOR HIM.

WE BOUNCED HIM ON OUR KNEES, CHANGED HIS DIAPERS AND READ STORIES TO HIM.

NICE TRY, AUNTIE M... BUT YOU REALLY SHOULD HAVE LISTENED TO UNCLE PETE.

LOOK WHAT HE BROUGHT TO THE PARTY!

HE UNDERSTANDS THE STAKES TONIGHT--THEY'RE KILL OR BE KILLED!

IT'S THE GREEN GOBLIN VERSUS SPIDER-MAN... TO THE DEATH!

HE'S CRAZY, MARY JANE!

GET OUT OF HERE!

IT'S TOO LATE FOR HER, UNCLE PETE...

TOO LATE FOR ANY OF US!

I'M GONNA GIVE YOU ONE LAST CHANCE TO SLIP INTO YOUR SPANDEX PLAYSUIT, UNC.

DO I FRY AUNTIE M'S PRETTY FACE--

--OR DO I GET SPIDER-MAN?!

YOU WANT A SPIDER-PERSON, NORMIE?

FACE IT, TIGER... YOU JUST HIT THE JACKPOT!

THE FAMILIAR WORDS SPRING FROM YOUR MOUTH IN A NERVOUS RUSH.

THEY'RE WORDS YOU LEARNED AT YOUR MOTHER'S KNEE.

WORDS WHICH LEFT A LASTING IMPACT ON YOUR FATHER AND WILL--HOPEFULLY--HAVE A SIMILAR EFFECT ON NORMIE OSBORN.

YOUR MOTHER HAD TRIED TO DITCH YOU, BUT YOU REMEMBERED A CERTAIN BRIDGE WHICH HAD FIGURED PROMINENTLY IN SPIDER-GOBLIN LORE...

M-MARY JANE, IS THAT--?

PETE, I... I... TOLD HER *EVERYTHING*... BUT I NEVER IMAGINED... NEVER THOUGHT...

OH, GOD! SHE'LL BE KILLED!

DODGING THE GOBLIN'S ZAP-BLASTS IS TOUGH ENOUGH--

--YOUR MOTHER COULD AT LEAST TRY TO BE SUPPORTIVE!

THIS IS *UNACCEPTABLE*, MAY!

IT'S YOUR *FATHER* I NEED TO DESTROY! YOUR *FATHER*!

SORRY, NORMIE! MY DAD'S BEEN RETIRED... EVER SINCE YOUR *GRANDFATHER* BLEW OFF HIS LEG!

WHICH REMINDS ME, I HEAR YOUR GRANDPOP ONCE ARRANGED TO HAVE ME KIDNAPPED--

--I'D SAY THAT ENTITLES ME TO A LITTLE *PAYBACK*!

THWIPPP!

AS YOU CAN SEE, YOUR WEBBING IS QUITE *USELESS* AGAINST ME!

HMMMM! AN ELECTRO-SHOCK HAND THINGIE!

OOOOOOKAY!

GOT IT!

YOU ALMOST GASP IN WONDER AS YOU ACTUALLY FIND YOURSELF STICKING TO AND RUNNING UP THE BRIDGE'S LOWER CORD...

YOU WERE OLDER, NORMIE... BUT WE SOMETIMES PLAYED TOGETHER AS KIDS.

WHY ARE YOU GUNNING FOR MY DAD? WHAT'S YOUR MAJOR MAD-ON?!

INJUSTICES MUST BE RIGHTED, YOUNG MAY! AGONIES MUST BE PAID IN KIND!

YOU MIND BEING A WEEEE BIT MORE SPECIFIC?!

S-SHE'S DOING WELL--KEEPING HIM TALKING AND OFF-BALANCE!

B-BUT SHE'S TOO YOUNG--TOO INEXPERIENCED!

I REALLY WOULD HAVE TRIED TO SPARE YOU AND AUNTIE M, BUT YOU'VE GIVEN ME NO CHOICE!

YOU'RE GOING TO DIE, LITTLE SPIDER-GIRL!

LIKE MY GRANDFATHER!

LIKE MY OWN FATHER!

AND LIKE MY MOTHER!

WHAT ABOUT YOUR MOM, NORMIE? AUNT LIZZIE WAS NEVER A PART OF THIS! HOW WOULD SHE FEEL ABOUT--

SHUT UP, AND STOP CALLING ME NORMIE!

I'M THE GREEN GOBLIN NOW!

THE TINGLING IN YOUR HEAD BLARES AND YOU LEAP ASIDE, BARELY AVOIDING THE RAZOR-SHARP BATS.

THAT'S THE GOOD NEWS.

UNFORTUNATELY, YOU'RE NOW IN FREE FALL.

AT LEAST...

...UNTIL...

...YOU AIM...

...TAP TWICE...

...AND...

SAAA-WISHHH!

WHAT A RUSH, YOU THINK...

...YOU'VE NEVER FELT SO ALIVE! SO WHOLE!

BASKETBALL WAS NEVER THIS GOOD!

THEN, AGAIN, YOU NEVER PUT YOUR LIFE ON THE LINE PLAYING HOOPS!

WE WERE TALKING ABOUT *AUNT LIZZIE*, NORMIE--YOUR MOTHER!

LEAVE HER OUT OF THIS! SHE'S NO *OSBORN!*

GRANDPA NEVER REALLY ACCEPTED HER INTO THE FAMILY!

AND THIS IS THE GUY YOU'RE TRYING TO *EMULATE?* THE ONE WHO *DISSED* YOUR MOM?!

OH, MAA-*ANN!* HAVE YOU GOT ISSUES!

THINK ABOUT IT, NORMIE! SHE RAISED YOU, AND LOVED YOU--AND *THIS* IS HOW YOU REPAY HER!

HOPE YOU'RE REALLY ATTACHED TO THAT *MASK*, 'CAUSE YOU DON'T DARE SHOW YOUR *FACE*, AGAIN!

SHUT UP!

SHUT UP!

AT LAST! HE PULLS OUT ANOTHER PUMPKIN BOMB--

--AND A SMILE SPREADS BENEATH YOUR MASK--

--BECAUSE YOU'VE BEEN SECRETLY KEEPING TRACK OF HIS VARIOUS TOYS.

THWIPPP!

HUBBA-HUBBA! I WAS BEGINNING TO THINK YOU WERE OUT OF THOSE THINGS!

YOU THINK YOU HAVE ME, YOU IDIOTIC CHILD?

AS I'VE ALREADY SHOWN YOU, I CAN EASILY FREE MYSELF LONG BEFORE THE DELAYED FUSE IGNITES.

YADDA YADDA YADDA! YOU'RE A LOOSSSERRRR, NORMIE!

A KID PLAYING DRESS-UP WHO'S A FEW DONUTS SHORT OF A DOZEN!

YESSS!

YOU CAN'T BLOW OFF MY WEBBING... WITH YOUR ELECTRO-SHOCK THINGEE... WITHOUT IGNITING THE BOMB!

NO!

NO!

NOOOO!

SH-SHE *DID* IT!

OUR LITTLE GIRL *OUTFOUGHT* AND *OUTMANEUVERED* HIM!

YOU WATCH HIM PLUMMET FROM THE SKY, ODDLY GRATEFUL AND RELIEVED TO SEE THAT HIS ARMORED COSTUME HAS SHIELDED HIM FROM SERIOUS INJURY...

HONK!

--BUT HE'S BARELY CONSCIOUS--

--AND UNABLE TO SAVE HIMSELF FROM THE ONRUSHING TRACTOR TRAILER!

HONK!

HONNNNKKK!

IT WOULD BE SO EASY TO LET HIM DIE, AND FINALLY END THE CYCLE OF HATE...

--BUT YOU CAN'T!

YOU HAVE A GREAT POWER--

--AND EVEN GREATER SENSE OF RESPONSIBILITY!

YOU'RE IN YOUR ZONE...

YOU'RE FEELING **LOOSE** AND SLAMMING **HEAT!**

NO ONE WILL DIE TODAY!

I... I KNOW HE TRIED TO KILL US, DAD... BUT I STILL FEEL *SORRY* FOR HIM.

KINDA STUPID, HUH?

HARDLY, HONEY... THE OSBORN SAGA HAS ALWAYS BEEN A TRAGEDY.

MY LITTLE, BROWN-EYED SPIDER-GIRL! SHE DOES ONE HECK OF A SPIDER TWIRL!

HEY THERE! THERE GOES THAT SPIDER-GIRL!

SPIDER-GIRL! SPIDER-GIRL! DON'T SHE MAKE YOUR LITTLE HEAD SWIRL!

SPIDER-GIRL?! POOR KID HAS REALLY LOST IT.

I WONDER WHATEVER HAPPENED TO *SPIDER-MAN*, ANYWAY.

WAS HE KILLED LIKE *DAREDEVIL*... OR DID HE MANAGE TO LIVE *HAPPILY EVER AFTER*?

H-HOW IS *LIZ*, NELSON?

NOT WELL, PARKER...

BUT, LIKE THEY SAY, WHEREVER THERE'S *LIFE* THERE'S ALSO *HOPE*.

AND--GOD KNOWS--*HOPE* IS ALL WE HAVE SOMETIMES.

HOPE... AND *FAMILY!*

You spend the next few hours in a police station, answering questions and making statements.

But never once mentioning Spider-Girl.

No one mentions her--

--not even Normie, who has taken to humming as he stares at blank walls.

Eventually, you return home--

--and your family instinctively gathers for an impromptu ceremony.

A farewell... of sorts.

Not a word is spoken, but you can feel the weight of unasked questions.

You desperately want to reassure your parents that they have nothing to fear...

--that everything will return to normal.

But you can't.

You cannot predict the future.

All you know for sure is that your name is May "Mayday" Parker--

Web Shooter

--and this could be the first day of the rest of your life!

THE END?

MARVEL® COMICS

Stunning 1ST Issue!

OCT 1998

THE DAUGHTER OF THE TRUE SPIDER-MAN!®

SPIDER-GIRL™

APPROVED BY THE COMICS CODE AUTHORITY

DEFALCO
OLIFFE
WILLIAMSON

BECAUSE *YOU* DEMANDED IT! THE WILDEST (AND CUTEST) WEB-SWINGER OF ALL!

INSTINCTIVELY, YOUR ARM SLASHES OUT, SILENCING THE ALARM CLOCK AN INSTANT BEFORE IT BEGINS TO HOWL...

YOUR NAME IS MAY "MAYDAY" PARKER.

THOUGH YOU'RE A STRAIGHT-A STUDENT AND A STARTER FOR THE MIDTOWN HIGH GIRLS' BASKETBALL TEAM, MOST OF YOUR FRIENDS AND THE TEACHERS CONSIDER YOU AN AVERAGE, ALL-AMERICAN TEENAGER BUT--OH! IF THEY COULD ONLY SEE YOU NOW!

WNBA

Cranbe
REUNION

CHOICES

A TALE STARRING THE STUNNING SPIDER-GIRL!

TOM DeFALCO *WRITER* ✲ PAT OLLIFFE *PENCILER* ✲ AL WILLIAMSON *INKER* ✲ JANICE CHIANG *LETTERER* ✲ CHRISTIE SCHEELE *COLORIST* ✲ BOB HARRAS *CHIEF*

EVEN AS YOU PREPARE FOR SCHOOL--

--YOU FIND YOURSELF THINKING ABOUT HOW MUCH YOUR LIFE HAS CHANGED IN THE PAST FEW DAYS.

IT BEGAN WHEN YOUR BODY STARTED EXHIBITING SOME RATHER AMAZING POWERS--

--AND THEN YOU LEARNED THAT YOUR DAD USED TO BE THE COSTUMED HERO KNOWN AS **SPIDER-MAN!**

REALIZING THAT YOU HAD INHERITED HIS SPECTACULAR **SPIDER-LIKE ABILITIES**--

EVEN THOUGH YOU MANAGED TO DEFEAT THE BAD GUY, YOUR FATHER DIDN'T WANT YOU TO FOLLOW IN HIS WEBSTEPS--

---BECAUSE BEING A SUPER HERO HAD ULTIMATELY CRIPPLED HIM.

--YOU DONNED A COSTUME OF YOUR OWN WHEN THE SON OF AN OLD ENEMY RECENTLY APPEARED!

THUS YOUR CAREER AS A COSTUMED CRIMFIGHTER IS OVER BEFORE IT TRULY BEGINS...

OR IS IT?

I PRAY OUR DAUGHTER ISN' TEMPTED TO PLAY AT BEING A HERO, MARY JANE.

YOU'RE THE EXPERT, PETER...

IS THERE ANY WAY TO STOP HER?

WITH GREAT POWER THERE'S ALWAYS A NEED FOR GREAT RESPONSIBILITY...

MIDTOWN HIGH SCHOOL

IS IT MORE RESPONSIBLE TO BE AN OBEDIENT DAUGHTER--

--OR A LIFE-SAVING HERO?!

HEY, MAY! YOU CATCH THAT SPECIAL ABOUT SPACE EXPLORATION ON THE DISCOVERY CHANNEL?

I WAS... *UHHH*...BUSY LAST NIGHT! WAS IT ANY GOOD?

JUST THE PART WHERE THEY INTERVIEWED *FRANKLIN RICHARDS* OF THE *FANTASTIC FIVE!*

STILL HAVEN'T OUTGROWN THAT *CRUSH*...HUH, COURTNEY?

CAN I HELP IT IF HE'S *SOOOO* TOTALLY *SCRUMPTIOUS?!*

YOU OKAY, MAY?

YOU LOOK A LITTLE STRESSED.

DUHHH!

THIS IS HIGH SCHOOL, MY FRIEND!

SUDDENLY, YOU FEEL A STRANGE TINGLING IN THE BACK OF YOUR SKULL AND INSTINCTIVELY STEP BACKWARD...

JIMMY, BE *CAREFUL!*

THERE'S SOMETHING ABOUT YOUR LOCKER WHICH DOESN'T-- *AW, NO!*

WAY TO GO, SCIENCE BOY!

I GUESS THIS EXPLAINS WHY YOU DON' THINK IT'S NECESSARY TO TAKE A SHOWER AFTER GYM CLASS LIKE THE REST OF US!

35

Y-YOU'RE A REAL *PSYCHO*, MOOSE MANSFIELD!

LOOK AT ME! I'M DRENCHED!

I HATE TO POINT OUT THE OBVIOUS, MR. YAMA--

--BUT THAT WAS THE *POINT* OF THE GAG!

CUT IT OUT, GUYS!

WITHOUT THINKING, YOU AUTOMATICALLY LEAP BETWEEN THE TWO COMBATANTS--

--AND BARELY REMEMBER YOUR SPIDER-LIKE STRENGTH IN TIME TO PREVENT YOU FROM SENDING THEM FLYING IN OPPOSITE DIRECTIONS!

LUCKILY, THAT'S WHEN BRAD MILLER SHOWS UP!

PARKER'S RIGHT, YOU GUYS! YOU CAN'T FIGHT HERE!

BREAK IT UP BEFORE A TEACHER SEES YOU!

CHILL OUT, BRAD! I WAS ONLY HAVING A LITTLE FUN WITH THE GEEK!

YEAH, AND THAT FUN COULD GET YOU SUSPENDED OFF THE FOOTBALL TEAM IF COACH THOMPSON HEARS ABOUT IT!

M-MAYBE YOU SHOULD GO HOME, JIMMY!

HEY, YAMA! I'VE GOT A CHANGE OF CLOTHES IN MY LOCKER WHICH COULD GET YOU THROUGH THE DAY.

NO THANKS, MILLER! I DON'T NEED YOUR CASTOFFS!

I...*UHHH*...I'M SURE JIMMY DIDN'T MEAN ANYTHING BY THAT REMARK.

HEY! THE GUY'S GOT A REASON TO BE UPSET.

MOOSE WAS WAY OUT OF LINE.

I'M JUST GLAD NOBODY GOT HURT.

YOU DID GOOD, MAYDAY.

THINGS MIGHT HAVE GOTTEN *BLOODY* IF YOU HADN'T JUMPED IN WHEN YOU DID.

YEAH, YOU DID REAL GOOD...

BUT YOU'RE CAPABLE OF SO MUCH MORE!

REALIZING THAT YOU NEED TO SETTLE A FEW ISSUES WITH YOUR FATHER, YOU SKIP LUNCH--

--AND DROP IN AT THE POLICE LAB WHERE HE WORKS.

HEY, UNCLE PHIL! MY DAD AROUND?

HE WAS OFF TO CATCH THE CAPTAIN LAST I SAW 'IM, BUT HE WON'T BE LONG.

GRAB A SEAT!

WHILE NOT A BLOOD RELATIVE, **PHIL URICH** HAS BEEN YOUR FATHER'S ASSISTANT FOR AS LONG AS YOU REMEMBER.

GOT A MINUTE, UNCLE PHIL!?

FOR YOU... *THE WORLD!*

YOU SHOULD REALLY TALK TO YOUR DAD. HE USED TO WORK FOR THE *DAILY BUGLE* AND TOOK A LOT OF PICTURES OF THE GUY.

I'M...*UHH*... DOING A REPORT FOR SCHOOL... ON THE HISTORY OF *SPIDER-MAN.*

SPIDER-MAN, HUH? HAVEN'T HEARD THAT NAME IN YEARS.

I'LL GET TO HIM, BUT I WANT DIFFERENT PERSPECTIVES.

WELLLLL...

"THERE'VE BEEN A FEW DOZEN BOOKS WRITTEN ABOUT THE OL' WEB-SPINNER.

"EVEN ONE BY MY OWN UNCLE.

"IT'S FUNNY, WE NOW THIINK OF HIM AS A PIVOTAL PLAYER IN THE AGE OF HEROES--

"--BUT HE ACTUALLY SET OUT TO BE AN ENTERTAINER, DETERMINED TO CASH IN ON HIS SENSATIONAL ABILITIES!

"PRETTY MUCH EVERYONE AGREES THAT SPIDEY OBTAINED HIS AMAZING POWERS THROUGH SOME KIND OF **FREAK ACCIDENT.**

"THE WAY I HEARD THE STORY, FROM SOMEONE WHO SHOULD KNOW, THE WALL-CRAWLER'S LIFE TOOK A REAL WICKED TURN ONE NIGHT--

"--WHEN HE DELIBERATELY IGNORED A CRY FOR HELP AND ALOWED A FLEEING **BURGLAR** TO ESCAPE CAPTURE.

"A FEW DAYS LATER, HIS INACTION CAME BACK TO HAUNT HIM--

"--WHEN THE SAME BURGLAR MURDERED SOMEONE VERY CLOSE TO HIM."

AS I RECALL, SPIDEY HAD A SPECIAL SAYING WHICH WENT SOMETHING LIKE... "WITH GREAT POWER *YADA-YADA* GREAT RESPONSIBILITY!"

THE *YADA-YADA* WAS EITHER "THERE ***SHOULD*** COME" OR "THERE ***MUST*** COME"--IT'S BEEN SO LONG I FORGET!

A WAVE OF COMPASSION SWEEPS OVER YOU AS YOU TRY TO IMAGINE THE GUILT YOUR POOR FATHER MUST HAVE CARRIED--

--AND MAY STILL BEAR TO THIS VERY DAY!

YOU REALLY WANT TO KNOW ABOUT SPIDER-MAN--

--TALK TO YOUR DAD!

THAT'S MY PLAN, UNCLE PHIL!

MAY?! W-WHAT ARE YOU DOING HERE? IS SOMETHING WRONG?

NAH, I'M JUST TRYING TO MOOCH A LUNCH!

THIS THE YOUNG BASKETBALL STAR YOU ALWAYS BRAG ABOUT, PARKER?

THAT'S HER, CAPTAIN RUIZ!

I HATE TO PUT YOU OFF, HON...BUT THE CAPTAIN AND I ARE MEETING AN ASSISTANT DISTRICT ATTORNEY ABOUT A CASE.

NO BIGGIE.

EVEN AS THE THREE OF YOU EXIT THE POLICE STATION--

POLICE
MIDTOWN SOUTH

--AN INCREASINGLY FAMILIAR TINGLE SUDDENLY DANCES ACROSS YOUR AWARENESS.

A QUICK GLANCE AT YOUR FATHER CONFIRMS THAT HE ALSO SENSES THE **DANGER**--

--BUT HE'S HAD MORE PRACTICE AT THIS KIND OF THING AND SEEMS TO HAVE ALREADY PINPOINTED ITS SOURCE.

FOLLOWING HIS EXPRESSION, YOU TAKE A FAST PEEK OVER YOUR SHOULDER--

--SCROLLING THROUGH THE PASSERS-BY--

--UNTIL YOU LOCK ON THE ONLY OBVIOUS SUSPECT!

OFF 9F81 DUTY

Sale

PHO

IT'S BEEN A PLEASURE, MS. PARKER.

THIS IS WHERE WE PART COMPANY, YOUNG LADY.

I ASSUME YOU'RE HEADED DIRECTLY BACK TO SCHOOL.

UHHH... **YEAH**... SURE! I'LL CATCH YOU TONIGHT, DAD.

NICE MEETING YOU, CAPTAIN.

YOUR FATHER'S TONE LEAVES NO DOUBT TO HIS SUBTEXT.

IF HE DOESN'T WANT YOUR HELP, **NO PROBLEM!**

YOU HAVE TO BOUNCE BACK TO MIDTOWN HIGH FOR ENGLISH LIT, ANYWAY.

YOU HAVE RESPONSIBILITIES AND CONCERNS OF YOUR OWN...

YEAH...

BUT YOU ONLY HAVE **ONE** FATHER!

THE RESTAURANT WHERE WE'RE MEETING *A.D.A. YAMA* IS ONLY A FEW BLOCKS AWAY.

YOU OKAY WITH HOOFING IT?

WALKING IS FINE BY ME... AS LONG AS YOU DON'T MIND A LEISURELY PACE.

YOU KIDDING? I ACTUALLY DREAM ABOUT FINDING NEW EXCUSES FOR SLOWING DOWN.

YOU HAVE TO GIVE THE OLD MAN CREDIT.

EVEN WITH AN ARTIFICIAL LEG, HE'S WILLING TO RISK A CONFRONTATION WITH AN UNKNOWN ASSAILANT.

UNKNOWN AND VERY CARELESS!

YOU TRY TO PICTURE THE PUZZLED EXPRESSION ON YOUR DAD'S FACE WHEN HE SUDDENLY REALIZES THAT HIS STALKER HAS VANISHED--

*--AND YOU HAVE TO **SMILE**--*

*--BECAUSE YOU REALLY ENJOY PLAYING HIS **GUARDIAN ANGEL!***

BWA-TANGG!

ENGLISH LIT. YOU THINK AS YOU SCURRY UP THE SIDE OF THE WALL.

CAN'T BE LATE FOR ENGLISH LIT!

ON THE OTHER HAND, YOUR MIND CHURNS WITH QUESTIONS ABOUT YOUR FATHER'S LESS-THAN-ACCOMPLISHED PURSUER.

WHO IS HE?

WHY WAS HE FOLLOWING YOUR DAD?

AND...WHERE IS HE HEADED NOW?!

SO MUCH FOR ENGLISH LIT!

FOR THE NEXT TWENTY MINUTES YOU LEAP ACROSS ROOFTOPS, CAREFULLY FOLLOWING YOUR PREY...

UNTIL, TO YOUR IMMENSE SURPRISE, HE ENTERS... A CLOTHING STORE?!

NOT QUITE THE HIDEOUT YOU EXPECTED!

SOOOO... NOW WHAT?!

THE MAN HASN'T COMMITTED ANY CRIME.

THOUGH HE MAY HAVE INTENDED TO HARM YOUR FATHER--

---THE POLICE WON'T ARREST HIM ON THE BASIS OF YOUR SPIDER-SENSE!

WHAT ARE YOU SUPPOSED TO DO NOW?

WHAT'S THE WORD, GIRLFRIEND?

WHY'D YOU CUT *ENGLISH LIT*?

NO SPECIAL REASON, DAVIDA.

I HAD TO ATTEND TO A SPECIAL... *UHHHH*...A PERSONAL MATTER.

HUBBA-HUBBA!

SO HOW IS *BRAAAD*?

GET YOUR MIND OUT OF THE GUTTER, MISS KIRBY!

IT WAS ONLY AN ERRAND FOR MY DAD.

PARENTS, WHO NEEDS 'EM?!

YOU DOWN FOR THE MALL AFTER THIS AFTERNOON'S BASKETBALL PRACTICE?

BASKETBALL...

YOU USED TO LOVE THE THRILL OF THE GAME.

EVEN FANTASIZED ABOUT WINNING A COLLEGE SCHOLARSHIP--

-- AND EVENTUALLY TAKING A SHOT AT THE PROS.

*BUT THAT WAS BEFORE **EVERYTHING** CHANGED...*

C'MON, GIRLFRIEND! YOU COULD USE THE KIND OF BOOST YOU ONLY GET FROM STYLING A NEW PAIR OF SHOES!

BESIDES, I LINED UP A SURPRISE FOR YOU...

I CONNED *MOOSE* INTO DRIVING, AND HE'S BRINGING *BRAD*.

THERE'S A PLAYFUL SPARKLE IN DAVIDA'S EYES.

OKAY, SO MAYBE YOU LIKE THE GUY...

*IS THERE **ANYONE** WHO DOESN'T?!*

MIDDOWN

GO, MAYDAY! GO!

THE BASKET'S ALL YOURS!

YOUR AMBIVALENCE ABOUT BASKETBALL QUICKLY EVAPORATES IN THE HEAT OF PRACTICE.

WHAT ARE YOU WAITING FOR, DEFENSE?

CLOSE IN ON HER!

EVEN AS YOUR TEAMMATES TRY TO SHUT YOU DOWN, YOU SURRENDER TO YOUR **SPIDER-SENSE**--

--DODGING --

--WEAVING --

--ALMOST **DANCING** PAST THEM!

AND, FOR THE BRIEFEST OF MOMENTS, YOU'RE BACK IN YOUR HAPPIEST OF ZONES--

--FEELING LOOSE AND SLAMMING HEAT!

BUT, ONCE YOU'VE RETURNED TO EARTH, YOU REALIZE THIS ISN'T **FAIR!**

ISN'T RIGHT!

WHOA! THIS GIRL'S GOT GAME!

AS FOR THE REST OF YOU, WE'RE GOING TO KEEP PRACTICING UNTIL EVERYONE HITS PARKER'S LEVEL.

I CAN'T BELIEVE *COACH THOMPSON* SINGLED ME OUT LIKE THAT!

THE OTHER GIRLS MUST *HATE* ME!

ONLY THE DIM ONES!

MOST OF THEM REALIZE YOU'RE THEIR TICKET TO A CHAMPIONSHIP.

GYMNASI

LIGHTEN UP, MAY! BIG DEAL! SOME OF THE GIRLS ARE JEALOUS OF YOUR MOVES...

JUST THINK HOW THEY FEEL ABOUT MY EXCEPTIONAL *BEAUTY!*

TO SAY NOTHING OF YOUR EXTREME MODESTY!

THAT'S MY GIRL!

C'MON! LET'S BLOW THESE BLUES, AND HIT THE MALL!

YOU GUYS HAVE FUN. I HAVE WORK TO DO.

DON'T BE THAT WAY, PARKER!

WE'RE JUST GOING TO GOOF AROUND FOR AN HOUR OR TWO.

MAYBE NEXT TIME!

SUIT YOURSELF, PARKER!

WE'LL SEE YOU AROUND!

SO I HEAR YOU DROPPED IN ON YOUR FATHER AT WORK...

ANY PARTICULAR REASON?

ANY OTHER DAY, I WOULD HAVE GRABBED PHIL AND THE THREE OF US WOULD HAVE GONE OUT.

NOT REALLY. I JUST FELT LIKE IT.

YOU WORKING ON AN IMPORTANT CASE WITH CAPTAIN RUIZ?

SOME LOCAL ***MOBSTERS*** ARE TRYING TO MUSCLE INTO THE ***FASHION INDUSTRY***, AND WE THINK THEY'RE TIED TO A STRING OF UNSOLVED ***MURDERS***.

DO WE REALLY NEED TO DISCUSS THIS OVER DINNER?

THE FASHION INDUSTRY?

UNSOLVED MURDERS?

WAS THAT WHY YOUR FATHER WAS BEING SHADOWED?

IS SOMEONE PLANNING A HIT?

*SOMEONE WHO DOESN'T KNOW YOUR DAD'S SECRET **PAST**--*

*--OR HIS PRESENT **GUARDIAN!***

ANYTHING GOING ON THAT I SHOULD KNOW, YOUNG LADY?

W-WHAT DO YOU MEAN, MOM?

YOU SUDDENLY SEEM LIKE YOU HAVE A LOT ON YOUR MIND.

I'M HERE IF YOU WANT TO DISCUSS IT.

I-IT'S JUST SCHOOL JUNK.

NOTHING YOU'D UNDERSTAND!

YOU'D BE SURPRISED WHAT I UNDERSTAND, MY DEAR.

According to Uncle Phil, your dad became a hero because someone died...

There's no need for history to repeat itself!

After your first and only appearance as **Spider-Girl**, your dad trashed all his old equipment...

Or so he thought!

But you had secretly stashed a pair of **web-shooters** and a handful of **web-cartridges.**

It's not like you were planning anything like this--**oh, no!**

Otherwise you'd be wearing something a bit more fashionable than an old lycra gym suit, a pair of silk gloves and a black ski mask!

This is a one-time occurrence!

A situation forced on you by **circumstances** beyond your **control!**

Yeah... **riiiiight!**

YOUR PLAN IS AS SIMPLE AS IT IS ELEGANT...

USING YOUR AMAZING POWERS, YOU'LL SLIP INTO THE CLOTHING STORE--

--TRY TO LEARN WHY YOUR DAD WAS UNDER SURVEILLANCE--

--AND SLIP AWAY BEFORE ANYONE'S THE WISER!

WHAT COULD POSSIBLY GO WRONG?

Y-YOU GOTTA LISTEN, BOSS--IT AIN'T MY FAULT THE GUY'S STILL BREATHING!

I FOLLOWED HIM-- JUST LIKE YOU SAID-- BUT SOMEBODY *JUMPED* ME!

WHO WOULD DO SUCH A TERRIBLE THING, SHAKY?

I...I DON'T KNOW!

THEY *DISAPPEARED* ON ME!

DISAPPEARED?!

YOU CAN SURELY DO BETTER THAN THAT, SHAKY.

DISAPPEARING IS MY SPECIALTY--

--AND I WOULD HATE TO THINK THAT ANYONE WOULD HAVE THE NERVE TO COPY ME!

I...I WOULDN'T LIE TO YOU, *NOBODY!*

I SWEAR I WOULDN'T!

HEY, BOSS! BOSS! SOME CRAZY NINJA IS SPYING ON YOU!

CARELESS, MAY...

NEXT TIME YOU REALLY SHOULD PAY MORE ATTENTION TO YOUR SPIDER-SENSE--

--IF THERE IS A NEXT TIME!

EXIT

SHE'S *TRAPPED*-- CAUGHT BETWEEN THE MEN IN THE HALL AND US.

SPARE ME THE RUNNING COMMENTARY, AND *BLAST HER!*

WHAT THE--?!

T-THERE'S NO STOPPING HER!

I-IT'S LIKE TRYING TO PUNCH THE WIND!

PPPPLEASE!

SHE'S ONLY A WELL-TRAINED ATHLETE...AND HARDLY A MATCH FOR *MR. NOBODY!*

W-WHERE'D YOU POP UP FROM?!

DON'T INSULT MY INTELLIGENCE, YOUNG WOMAN!

YOU WOULDN'T BE HERE IF YOU DIDN'T KNOW ABOUT MY ABILITY TO *TELEPORT!*

MY! MY! LOOK AT OUR *EGO--!*

YOU INSTINCTIVELY LEAP BACKWARD, BARELY AVOIDING HIS DEADLY FUSILLADE.

LOOK OUT, BOSS! DON'T SHOOT! PLEASE *DON'T*

ARRGH!

BRADA-DA-DA!

RINGGG!

CAPTAIN--?!

YEAH--NO PROBLEM--IT'S OUR OWN FAULT FOR TURNING IN EARLY. *WHY?* WHAT'S UP?

THAT CLOTHING SHOP WE HAD UNDER OBSERVATION?

OUR SPOTTERS ARE REPORTING *GUNFIRE.*

I THINK OUR CASE HAS FINALLY STARTED TO BREAK!

YOU LASH OUT BLINDLY, FIGHTING TO CONTROL THE PANIC GNAWING WITHIN YOU!

GRAB HER FROM BEHIND BEFORE SHE ›URRK‹

I-IT'S *NO USE!* SHE MUST HAVE EYES IN THE BACK OF HER HEAD!

YOU FEEL COMPLETELY OVERWHELMED, BUT STILL MANAGE TO HOLD YOUR OWN...

AT LEAST UNTIL YOUR WEB-SHOOTERS JAM!

ARE THE CARTRIDGES PAST THEIR EXPIRATION DATE--

--OR DID YOU MERELY FORGET TO LOAD SPARES?!

CLOSE IN! NO MATTER HOW FAST SHE IS, SHE CAN'T DODGE US ALL!

DESPERATE, YOU AD LIB LIKE CRAZY...

WATCH OUT! SHE'S GONNA ›UGGN‹

LOOKS LIKE I WAS *WRONG* ABOUT YOU, MY DEAR!

YOU'RE OBVIOUSLY A HIGHLY SKILLED *ASSASSIN!*

HIGHLY SKILLED?!

AHH, THE UNSUNG ADVANTAGES OF A FACE-CONCEALING MASK!

WHOEVER SENT YOU IS IN FOR A REAL *WAR!*

THE MAN TO WHOM I ANSWER DOESN'T REACT WELL TO *THREATS!*

*YOU, HOWEVER, WISELY KEEP **SILENT**--*

--KNOWING THE BEST YOU'D MANAGE IS A CRACKING VOICE AND A FEW STUTTERING COMMENTS!

*SUFFICE IT TO SAY, YOU'RE NO FAN OF MR, NOBODY'S ABILITY TO **TELEPORT!***

ACCORDING TO LEGEND, THIS IS WHERE YOUR DAD WOULD SNAP OFF A FEW TAUNTING REMARKS--

--INDICATING COMPLETE CONFIDENCE IN HIS EVENTUAL VICTORY!

NO MATTER WHERE YOU GO--

*--HE'S ALWAYS **THERE!***

*THANKFULLY, YOUR **SPIDER-SENSE** MANAGES TO KEEP YOU ONE STEP AHEAD OF HIS--**HEY!***

YOUR SPIDER-SENSE--!

CLOSING YOUR EYES, YOU SURRENDER TO YOUR UNCANNY INSTINCT--

--ALLOWING IT TO DIRECT YOUR REACTIONS--

--AS YOU AWAIT NOBODY'S NEXT APPEARANCE!

AND THUS--

--YOU POUNCE THE VERY INSTANT HE MATERIALIZES!

ARRRGH!

SCORE ONE FOR THE HOME TEAM!

WITH A LITTLE MORE PRACTICE, YOU MIGHT ACTUALLY GET A HANDLE ON THIS HERO GIG!

BUT THEN...

FREEZE!

YOU'RE ALL IN POLICE CUSTODY!

GREAT! HASN'T THE EVENING BEEN TRAUMATIC ENOUGH? ARE YOU REALLY GOING TO ALLOW YOURSELF TO BE CAPTURED BY YOUR DAD'S BOSS?

AS IFFFF!

YOU'VE ALREADY DONE YOUR PART.

THE POLICE CAN EASILY GATHER UP MR. NOBODY AND HIS GOONS--

--OR SO YOU BELIEVE!

EVEN AS RUIZ SHOUTS BEHIND YOU--

--A WARM SMILE SPREADS BENEATH YOUR MASK.

NOT TOO SHABBY FOR A BEGINNER!

EVEN AS YOU RACE HOME, TWO FAMILIAR FACES ENTER THE CRIME SCENE...

SECURE THE AREA! WE'LL BEGIN GATHERING EVIDENCE AS SOON AS THE PERPS ARE REMOVED.

I HEAR TWO MANAGED TO ESCAPE... THE GANG'S LEADER... AND SOME LADY NINJA.

L-LADY NINJA---?!

TAKE CHARGE UNTIL I RETURN!

I... *UHH*... HAVE TO LOOK INTO SOMETHING!

ODD! I'VE NEVER SEEN PETE REACT QUITE LIKE THAT. I HOPE HE'S...

CAN THIS BE WHAT I THINK IT IS--?!

I-IT ALMOST LOOKS LIKE...

...SOME KIND OF *WEBBING*?!

HHMMMM...

RYKER'S ISLAND MAXIMUM SECURITY PRISON

YOU RARELY VISIT.

I CAN ONLY ASSUME YOU CARRY BAD NEWS.

AFRAID SO, BOSS!

WE HAD AN UNEXPECTED *COMPLICATION*.

A PITY...

THE *KINGPIN OF CRIME* DOES NOT REACT WELL TO COMPLICATIONS.

YOU HEAR THE FOOTSTEPS SLOWLY APPROACHING, AND YOU BURROW EVEN DEEPER INTO YOUR COVERS...

WHAT CAN YOU SAY TO HIM?

HOW CAN YOU POSSIBLY EXPLAIN YOUR ACTIONS?

*THE SUBJECT OF **SPIDER-GIRL** HAS BEEN ACTIVELY AVOIDED EVER SINCE YOU FIRST DISCOVERED YOUR POWERS.*

BUT YOU KNOW YOUR PARENTS WELL ENOUGH TO GUESS THEIR STAND ON YOU BECOMING A COSTUMED CRIMEFIGHTER--

--ON YOU RISKING YOUR LIFE!

YOU STEEL YOURSELF FOR A BITTER ARGUMENT--

--WHICH, THANKFULLY, NEVER COMES.

IT MAY STILL LOOM IN YOUR FUTURE...

BUT YOU'RE SAFE TONIGHT!

FUNNY HOW THINGS WORKED OUT...

YOUR FATHER BECAME A HERO BECAUSE SOMEONE DIED.

THANKS TO YOUR ACTIONS, YOUR FATHER WILL LIVE.

THERE'S A LOT TO SAID FOR BEING PROACTIVE!

IT'S AN IDEA THAT COMFORTS AND CARRIES YOU THROUGH THE DAYS WHICH FOLLOW.

DAYS FILLED WITH SECRETS AND SUBTERFUGE...

DRUDGERY AND FRUSTRATION...

CLANDESTINE ACTS AND MOMENTOUS DECISIONS!

IN THE END, YOU ARE STILL PLAGUED BY DOUBTS---

--QUESTIONS--

--AND COUNTLESS INSECURITIES!

ALL YOU KNOW FOR SURE IS THAT YOUR NAME IS MAY "MAYDAY" PARKER...

AND, AT LEAST FOR THE FORESEEABLE FUTURE, YOU ARE ALSO...

THE STUNNING SPIDER-GIRL!

THE BEGINNING --!

MARVEL COMICS

NOV
#2

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL

APPROVED BY THE COMICS CODE AUTHORITY

INTRODUCING--
THE MYSTERIOUS
DARKDEVIL

OUR SENSATIONAL
WEB-STUNNER
IS ABOUT TO BE
BESIEGED,
BELEAGUERED
AND...

...BEDEVILED!

DEFALCO OLLIFFE WILLIAMSON

OLLIFFE-AW

THIS IS IT! THE MOMENT FOR WHICH YOU'VE BEEN WAITING! PREPARING!

FOR THE PAST TWO WEEKS, YOU'VE BEEN QUIETLY SLIPPING OUT EVERY NIGHT, SECRETLY HONING YOUR SKILLS IN THE HOPE OF STUMBLING UPON A SCENE LIKE THIS--!

YOU ARE THE STUNNING **SPIDER-GIRL**, AND TONIGHT YOU WILL BE BEWITCHED, BEWILDERED AND...

"Bedeviled!"

HI, FELLAS! YOU CHOSE A BEAUTIFUL NIGHT FOR A HIJACKING!

AT LEAST UNTIL I SHOWED UP!

KWAPP!

TOM DEFALCO
WRITER
PAT OLLIFFE
PENCILER
AL WILLIAMSON
FINISHED ART
JANICE CHIANG
CALLIGRAPHY
CHRISTIE SCHEELE
COLOR ARTIST
BOB HARRAS
CHIEF DEVIL

W-WHO IS THIS *WILDCAT*--?!

MAYBE SHE'S THAT *STINGER* BABE WHO WORKS WITH THEM NEW *AVENGERS*!

STINGER--?!

STINGER--?!

LISTEN UP, EINSTEIN--SHE HAS WINGS! I WEAR WEBS! TRY TO KEEP US STRAIGHT IN THE FUTURE!

NOW CLOSE THIS DOOR BEFORE SOMEONE CATCHES COLD!

WUNK!

I DON'T CARE WHO YOU ARE, YA MEDDLESOME WITCH!

ARGHH

BECAUSE THE B-WORD MAKES ME REAL ANGRY--

--AND THIS IS ME ONLY MILDLY CHEESED OFF!

URKK

Oh, man! YOU ARE SO LUCKY YOU USED THE W-WORD INSTEAD OF THE B-WORD!

Uh-oh! THERE'S THAT WEIRD TINGLING SENSATION WHICH WARNS ME OF DANGER--!

THERE! IT'S COMING FROM THAT ROOFTOP--!

CAN'T REALLY SEE WHO'S UP THERE, BUT I'M GUESSING HE'S NO FAN!

I WONDER IF IT'S THAT MR. NOBODY CHARACTER I RAN INTO A FEW WEEKS AGO!*

*AS SHOWN IN THE ALREADY CLASSIC SPIDER-GIRL #1!

SUDDENLY YOUR SPIDER-SENSE RIVETS YOUR ATTENTION--

--FORCING YOU TO INSTINCTIVELY LEAP BACKWARD, IN BARELY ENOUGH TIME TO AVOID THE RATHER EXPLOSIVE ENTRANCE OF--

--CRAZY EIGHT!

MY! MY! YOU CERTAINLY ARE A SWEET YOUNG THING--

--EVEN IF YOUR TASTE IN CLOTHES IS A BIT TOO *LAST YEAR'S MODEL* FOR MY TASTES!

I AM *SOOOOO* VERY GLAD YOU DECIDED TO DROP IN--

--TO HELP RELIEVE THE DRUDGERY OF AN OTHERWISE ROUTINE EVENING'S TOIL.

I DO APOLOGIZE IF MY MEN WERE RUDE TO YOU.

IT'S QUITE DIFFICULT TO HIRE QUALITY PEOPLE THESE DAYS, AND EVEN THEY HAVE LITTLE APPRECIATION FOR A GOOD, OLD-FASHION, GRATUITOUS *FIGHT SCENE!*

I'VE READ ABOUT THIS CREEP--HEARD MY DAD COMPLAIN ABOUT HIM--HE'S A RUTHLESS *PSYCHO* WHO THINKS HE'S A REAL FUNNY MAN!

HIS CUSTOM-DESIGNED *JUGGLING BALLS* ARE LADEN WITH ALL SORTS OF DANGEROUS GIMMICKS!

FEAR SUDDENLY FLARES WITHIN YOU! THIS ISN'T AT ALL WHAT YOU EXPECTED!

YOU THOUGHT YOU'D BAG A SIMPLE BAND OF BURGLARS, CRACKING WISE AND SLAMMING HEAT!

YOU DIDN'T PLAN TO RUN ACROSS A COLD-BLOODED KILLER!

AND YOU NEVER IMAGINED YOU'D BE PUTTING YOUR OWN LIFE AT RISK!

LET THE GAMES BEGIN--!

BWOOM!

BWAP!

KZAP!

HIS SPECIAL 8-BALLS SUDDENLY FILL THE AIR--

--RELEASING GAS--

--CONCUSSION BLASTS--

--AND SEARING JOLTS!

GO, GIRL! GO!

YOU'RE FASTER AND FAR MORE AGILE THAN I THOUGHT, BUT EVEN YOU CAN'T AVOID ME FOREVER!

INSTEAD OF ABATING HIS BARRAGE GROWS EVEN MORE RELENTLESS!

WITH A SNEERING LAUGH, CRAZY EIGHT SUDDENLY MOVES IN FOR THE KILL--

--AND YOU INSTINCTIVELY REALIZE THAT YOUR VERY SURVIVAL LIES IN FLIGHT!

AND SO YOU RUN!

RUN!

RUN!

WHAT A DISAPPOINTMENT!

IF I WERE THE ORIGINAL SPIDER-MAN, I'D SUE THAT GAL FOR DISGRACING MY COSTUME!

WEEEEEEEEE

FORGET HER, EIGHT!

THOSE ARE POLICE SIRENS--AND WE GOTTA BOOK!

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU'RE THE DAUGHTER OF THE ONE TRUE SPIDER-MAN!

THOUGH YOU MAY HAVE INHERITED YOUR FATHER'S AMAZING SPIDER-LIKE POWERS--

--SOMETHING SEEMS TO BE MISSING!

EVEN AS YOU FRANTICALLY GASP FOR BREATH AND YOUR HEART TRIES TO PUNCH ITS WAY THROUGH YOUR CHEST--

--YOU SUDDENLY REALIZE THAT BEING A COSTUMED HERO ISN'T ALL IT'S CRACKED UP TO BE!

YOU COULD HAVE EASILY BEEN KILLED TONIGHT!

KILLED!

AND YOU INSTANTLY THINK OF YOUR PARENTS--

--TRYING TO IMAGINE THEIR TORMENT AS THEY ARRIVE AT THE CITY MORGUE TO IDENTIFY YOUR DEAD BODY!

BUT THEN, AN EVEN GRIMMER REALITY UNEXPECTEDLY INTRUDES UPON YOUR FANTASIES--!

WHAT'S THE MATTER, LITTLE GIRL? HAVING SECOND THOUGHTS?

I-IT'S *HIM*! THE MAN FROM THE ROOFTOP... BUT *WHO* IS HE?!

SLOWLY, ALMOST TANTALIZINGLY SO, HE OOZES FROM THE SHADOWS...

GO HOME, CHILD! YOU DON'T *BELONG* OUT HERE!

I AM THE DARKDEVIL--

--AND I'M SENDING YOU BACK TO YOUR *DOLLS* AND FRILLY *PLAYTHINGS*!

HEY! I'VE HEARD OF YOU! YOU'RE A COSTUMED VIGILANTE LIKE ME!

WHAT'S THE BIG IDEA? WE'RE SUPPOSED TO BE ON THE SAME SIDE! WHY ARE YOU DOGGING ME?

THESE MEAN STREETS ARE NOT FOR THE FAINT OF HEART!

I HAVE BEEN SECRETLY OBSERVING YOU IN ACTION, LITTLE GIRL--

--AND I FIND YOU LACKING!

HIS WORDS SEAR THROUGH YOU, RAISING FAR MORE BLISTERS THAN HIS FLAMING BILLY CLUB!

LISTEN UP, PAL! I KNOW YOU'RE INTO THIS WHOLE GRIM AND GRITTY CREATURE OF THE NIGHT THING--

--BUT MINDLESS FIGHTS BETWEEN HEROES IS JUST SOOOO EIGHTIES!

HOW'S ABOUT WE JUST TALK?

TALKING TO A SPOILED BRAT--

--WOULD BE AS EFFECTIVE AS YOUR WEBS AGAINST MY FLAMES!

THE REAL SPIDER-MAN WOULD KNOW THAT!

IF YOU'RE SO FAMILIAR WITH THE ORIGINAL SPIDEY, YOU MIGHT HAVE ALSO HEARD ABOUT AN OLD FRIEND OF HIS...CALLED DAREDEVIL!

VERY SUBTLE! I ASSUME THAT'S MY CUE TO SPOUT OFF MY ORIGIN...

HA HA HA HA!

H-HE VANISHED INTO THE SHADOWS!

MAYBE THE RUMORS ABOUT THIS CREEP ARE TRUE--THAT HE'S SOME SORT OF GHOSTLY MANIFESTATION OF THE FIRST MAN WITHOUT FEAR!

MY SPIDER-SENSE CAN'T SEEM TO TRACK HIM!

IT'S BEEN BUZZING LIKE MAD EVER SINCE HE FIRST APPEARED ON THE--

YIKES!

CRAZY EIGHT SPOOKED YOU EARLIER!

HE SHATTERED YOUR CONFIDENCE--

--MADE YOU DOUBT YOUR ABILITIES--

--AND SENT YOU RUNNING!

BEING A SUPER HERO IS NO GAME, LITTLE GIRL!

THE SLIGHTEST HESITATION COULD COST INNOCENT LIVES.

W-WHAT GIVES YOU THE RIGHT TO JUDGE ME?

I AM ONE WHO HAS OFTEN TASTED DEATH.

TRUST ME--YOU WOULDN'T LIKE IT!

HOWEVER, IF YOU TRULY BELIEVE THAT YOU ARE WORTHY OF THE COSTUME YOU WEAR--

--MEET ME ON PIER 87 TOMORROW AT MIDNIGHT--

--AND BE PREPARED TO FACE THE ULTIMATE TEST!

CRAZY EIGHT THREATENED YOUR LIFE.

DARKDEVIL QUESTIONED YOUR VERY VALIDITY.

CONFUSED AND DISTURBED, YOU RETURN TO YOUR FAMILY HOME IN FOREST HILLS, QUEENS.

"WHAT'S IT GOING TO BE, LITTLE GIRL?" YOU ASK YOURSELF WITH A DEJECTED SNEER.

DO YOU REALLY HAVE WHAT IT TAKES TO WEAR YOUR FATHER'S WEBS?

THIS IS NO GAME!

LIVES COULD DEPEND ON YOUR ACTIONS!

CAN YOU ACTUALLY SAY THAT YOU POSSESS THE NECESSARY DEDICATION, COURAGE AND SENSE OF RESPONSIBILITY?

CAN YOU?

CAN YOU?

NOT FAR AWAY, YOUR FATHER IS PLAGUED BY QUESTIONS OF HIS OWN.

HE'S TERRIFIED THAT HIS LITTLE GIRL--HIS BABY--MAY BE SNEAKING OUT AT NIGHT...

...JUST LIKE HE USED TO DO!

HE KNOWS HE SHOULD CONFRONT YOU...

BUT WHAT CAN HE SAY?

HOW CAN HE PLAY THE HYPOCRITE?

HOW CAN HE TRY TO CONVINCE YOU THAT WHAT WAS SO RIGHT FOR HIM--

--IS SO VERY WRONG FOR YOU?!

YOUR MOTHER LIES BESIDE HIM--SHARING HIS PAIN BUT UNABLE TO OFFER COMFORT.

SHE, TOO, TREMBLES IN THE DARK...

AS SHE HAS SO OFTEN DONE IN NIGHTS PAST!

EARLY THE NEXT MORNING, YOU CHANCE TO OVERHEAR A CONVERSATION NOT MEANT FOR YOUR EARS...

WE CAN'T GO ON LIKE THIS, PETER. YOU HAVE TO *TALK* TO YOUR DAUGHTER.

I... I *KNOW*, MARY JANE.

I'M SORRY I PUT IT OFF SO LONG. BUT... *WELL*... MAY AND I ARE SUPPOSED TO HAVE *LUNCH* TODAY.

YOU'LL FEEL *BETTER* ONCE EVERYTHING'S OUT IN THE OPEN.

YOU DRAG TO SCHOOL WITH A NEW WEIGHT ON YOUR SHOULDERS.

OTOWN HIGH SCHOOL

YOU USED TO LOOK FORWARD TO LUNCH WITH DAD!

HE'D DISCUSS HIS WORK IN THE **POLICE LAB**, AND YOU'D RAMBLE ON ABOUT **SCHOOL**, SPORTS AND WHATEVER!

BUT THAT WAS BEFORE YOUR LIFE BLOSSOMED WITH SECRETS!

YO, MAY--! WHERE HAVE YOU BEEN?

I EXPECTED TO SEE YOU AT THE *LIBRARY* LAST NIGHT.

LY

SORRY, JIMMY! SOMETHING... *UNEXPECTED* POPPED UP!

NOTHING SERIOUS I HOPE...

OR RELATED TO THAT MUSCLE-HEAD *BRAD MILLER*.

NAH! JUST... *uhhh*... FAMILY JUNK!

Y'KNOW, MAY, THERE'S SOMETHING WE SHOULD TALK ABOUT...

A NERVOUS SMILE SPREADS ACROSS JIMMY YAMA'S FACE-- BUT EVEN AS YOU BEGIN TO WONDER WHAT'S ON HIS MIND--

--A FAMILIAR TINGLING SUDDENLY WARNS YOU TO FREEZE IN PLACE--

--AND YOU INSTANTLY SEE HOW EVERYONE COULD BENEFIT FROM A SPIDER-SENSE!

PWAM!

UFFT

WHAT'S THE BIG IDEA, JERKFACE? WHY DON'T YOU WATCH WHERE YOU'RE GOING?

IT WAS YOUR FAULT, MOOSE!

I WASN'T TALKING TO *YOU*, PARKER!

HE'S RIGHT, MAY! STAY OUT OF IT--!

THIS IS STRICTLY BETWEEN ME AND *OBNOXIO THE CLOWN!*

YOU OWE ME AN *APOLOGY*, MISTER!

REALLY?!

WELL, THE ONLY THING YOU CAN EXPECT IS A FACE FULL OF *KNUCKLES*--!

TAKE YOUR *BEST SHOT*, MANSFIELD-- BECAUSE YOU'LL ONLY GET *ONE!*

BREAK IT UP, YOU KIDS!

YOU GET YOUR BUTTS IN CLASS BEFORE I DRAG THE LOT OF YOU TO THE PRINCIPAL'S OFFICE!

WHAT'S WITH YOU, MANSFIELD? THE KID'S BARELY HALF YOUR SIZE!

SAVE YOUR AGGRESSION FOR THE FOOTBALL FIELD!

UHH... WHATEVER YOU SAY, COACH THOMPSON!

WAIT UP, JIMMY! YOU SAID YOU WANTED TO TALK--!

FORGET IT, MAY!

AIN'T IMPORTANT NOW!

JIMMY'S DEMEANOR, FAR MORE THAN HIS WORDS, CONVEYS A DESOLATION WHICH HAUNTS YOU THROUGH THE MORNING...

BUT, COME THE LUNCH HOUR, YOU RETURN TO YOUR OWN PRESSING PROBLEMS...

POLIC

MIDTOWN SOUTH

SHOULD YOU REVEAL YOUR SECRET LIFE?

AND TELL YOUR FATHER ABOUT YOUR ALMOST FATAL RUN-IN WITH CRAZY EIGHT--

--AND DARKDEVIL'S MYSTERIOUS INVITATION?!

A TEMPORARY REPRIEVE SUDDENLY BECKONS WHEN YOU SEE THAT YOUR FATHER'S ASSISTANT, PHIL URICH, IS ALONE IN THE LAB...

HI, UNCLE PHIL! MY DAD AROUND?

WE HAD A LUNCH DATE, BUT I'LL UNDERSTAND IF HE'S BUSY!

NOT TO WORRY. HE'LL BE BACK ANY MINUTE.

YOU WANT TO HEAR SOMETHING FUNNY?

REMEMBER HOW YOU WERE ASKING ME ABOUT *SPIDER-MAN* THE OTHER DAY?

WELLLLL...I WAS CALLED TO A *CRIME SCENE* THAT VERY NIGHT, AND YOU'LL NEVER *GUESS* WHAT I FOUND...

WEBBING!

W-WEBBING?!

Uh-huh!

H-HAVE YOU TOLD MY DAD?

SHOULD I?

I...I'D RATHER IT WAS OUR LITTLE *SECRET*, UNCLE PHIL!

I ASSUME YOU HAVE A GOOD EXPLANATION, YOUNG LADY.

YEAH, BUT I... *uhhh*...CAN'T--

MAY!

I HOPE YOU HAVEN'T BEEN WAITING LONG.

N-NOT REALLY! BUT I'M STARVED! LET'S *GO!*

I...*errr*... I'LL CALL YOU, UNCLE PHIL!

I LOVE THESE LITTLE GET TOGETHERS.

JUST THE TWO OF US!

YEAH...

JUST THE TWO OF US...

MENU

SO ; AHEM ; WHAT'S NEW IN YOUR LIFE?

NOT MUCH...

AND YOU?

NOT MUCH.

MENU

I LOVE THESE LITTLE GET TOGETHERS.

JUST THE TWO OF US!

YEAH...

JUST THE TWO OF US...

MENU

WHAT'S HAPPENING TO YOUR RELATIONSHIP WITH YOUR FATHER, YOU ASK YOURSELF AS YOU RETURN TO MIDTOWN HIGH.

BUT, EVEN BEFORE YOU DARE ANSWER THAT QUESTION, COURTNEY DURAN SUDDENLY BURSTS INTO YOUR WORLD...

POWER

MAY! MAY! WE HAVE A PROBLEM!

W-WHAT IS IT, COURTNEY?

JIMMY'S MEETING THAT MANSFIELD APE AFTER SCHOOL--AND HE'S GOING TO GET SLAUGHTERED!

WHEN WAS THIS DECIDED--?!

IN THE CAFETERIA-- THEY GOT INTO A WHOLE THING AND JIMMY WOULDN'T BACK OFF!

DETERMINED TO THWART THIS UNEQUAL CONTEST, YOU RACE TO JIMMY'S LOCKER--!

ARE YOU IN SOME SUICIDE ZONE?

THAT MUSCLEHEAD IS CALLED MOOSE FOR A REASON!

YEAH, AND I GUESS THAT MEANS I'M SUPPOSE TO BE EASY PICKINGS JUST 'CAUSE I'M A SCIENCE NERD!

BE REASONABLE, JIMMY! THE GUY HEADBUTTS BOWLING BALLS!

I MAY AS WELL GET IT OVER WITH, MAY.

I WON'T LET THAT JOCK TERRORIZE ME FOR THE REST OF MY LIFE.

I CAN'T LIVE LIKE THAT!

ECONOMICS II

OH, GREAT! JIMMY'S GONE MACHO ON US!

PROBABLY 'CAUSE HE WAS ABOUT TO ASK YOU OUT WHEN THAT TESTOSTERONE FREAK COLLIDED WITH HIM!

ASK... ME... OUT?!

LIKE ON A DATE?!

THAT'S NOT IMPORTANT NOW! WE HAVE TO FIND A WAY TO STOP THIS MASSACRE!

Y-YOU'RE RIGHT, COURT!

LET ME THINK...

JIMMY YAMA WAS PLANNING TO ASK YOU OUT?

JIMMY?!

WOW!

YOU PUZZLE OVER BOTH PROBLEMS UNTIL THE LAST SCHOOL BELL RINGS, AND THEN--

TELL THE GEEK I'LL BE OUT IN A MINUTE--!

YOU'RE GONNA KICK BUTT, MOOSE!

"SORRY, MOOSE," YOU THINK AS YOU SUDDENLY SPRING FROM AROUND THE CORNER--

WHA-- WHAT THE?!

LEMME OUTTA HERE!

CRUNCH

"--COURTESY OF YOUR FRIENDLY NEIGHBOR-HOOD SPIDER-PERSON!"

C'MON! THIS AIN'T FUNNY!

"THIS FIGHT IS BEING CANCELED--

THERE'S STILL TIME TO *RUN*, JIMMY!

YOU DON'T HAVE TO LOWER YOURSELF TO THAT NEANDERTHAL'S LEVEL!

I'LL BE FINE, COURTNEY!

YOU WANT ME TO SPEAK TO MOOSE?

BLAS

NO, BRAD! I DON'T NEED ANY HELP FROM *YOU*!

SHOW'S OVER, PEOPLE!

NO *FIGHT* TODAY!

POWER

MOOSE JUST REMEMBERED A PREVIOUS ENGAGEMENT!

WHAT A *BEAT*! I WAS UP FOR BLOOD!

I DON'T KNOW WHAT YOU *DID*, MAY--

--BUT I *DON'T* APPRECIATE IT!

B-BUT, JIMMY--!

WHY CAN'T YOU HAVE A LITTLE *FAITH* IN ME?

I CAN TAKE CARE OF MYSELF!

BESIDES, YOU'VE ONLY DELAYED THE INEVITABLE!

KID'S GOT GUTS!

BRAD MILLER COMPLIMENTING JIMMY YAMA?!

WHOA!

AS THE DAY WEARS ON, YOU CONTINUE TO THINK ABOUT BRAD AND JIMMY...

AND MOOSE...

AND YOUR UNCLE PHIL...

AND, OF COURSE, DARKDEVIL AND PIER 87!

YOU RACE THROUGH DINNER, TRYING TO IGNORE YOUR PARENTS AND THEIR POINTED GLANCES.

YOUR MIND IS ON DARKDEVIL'S INVITATION--

--AND HIS SO-CALLED TEST!

A TEST, YOU SUSPECT, WHICH INVOLVES CRAZY EIGHT!

AND YET, IF JIMMY CAN FACE HIS FEARS--

--MAYBE YOU SHOULD CONFRONT YOURS!

REMEMBER ME, FELLAS?

I HAVE UNFINISHED BUSINESS WITH YOUR BOSS!

ANY IDEA WHERE I CAN FIND HIM?

HOW LONG BEFORE WE BLOW THIS BURG?

SOON, EIGHT! WE'LL CAST OFF AS SOON AS-- LISTEN!

SOUNDS LIKE A *FIGHT* ON THE MAIN DECK!

KRAAAK!

MAIN DECK, HUH?

GOOD CALL!

CAN CRAZY EIGHT COME OUT TO PLAY?

ALWAYS HAPPY TO OBLIGE A LOYAL FAN!

BUT, SINCE YOU CAUGHT ME AT A DISADVANTAGE, THE BOYS WILL KEEP YOU COMPANY WHILE I GATHER A FEW PERSONAL ITEMS!

GET HER!

PILE ON! SHE CAN'T TAKE US ALL AT ONCE!

UNABLE TO MANEUVER EFFECTIVELY IN THE CONFINED SPACE, YOU ARE SWEPT BACKWARD BY THE RISING TIDE!

GUIDED BY YOUR SPIDER-SENSE, YOU MANAGE TO AVOID THE FIRST FLURRY OF FISTS!

THINGS ARE NOT WORKING OUT THE WAY YOU'D PLANNED . . .

YOU DION'T COME HERE TO BE OVERWHELMED--

--OR FORCED INTO A DEFENSIVE BATTLE!

QUITE THE CONTRARY--!

QWAM!

WAS THAT REALLY *NECESSARY?*

YOU SHATTERED A PERFECTLY GOOD DOOR--

--TO SAY NOTHING OF THE PAIN AND SUFFERING INFLICTED ON MY HUMBLE ASSOCIATES!

AHHHH! POOR BABIES!

I'LL GO *EASIER* ON THEM NEXT TIME--!

ALAS, THERE WON'T BE A *LAST TIME!*

THEIR MALE EGOS ARE FAR TOO *FRAGILE* FOR ANOTHER CONFRONTATION.

THEY'RE SO UNLIKE **YOU**, A VERITABLE POSTER BOY FOR MENTAL HEALTH!

EVEN AS YOU DEFLECT THE DEADLY **BOLA**, *YOU SUDDENLY SENSE DANGER FROM BEHIND--*

--AND YOUR REACTION IS AS SWIFT AS IT IS EFFICIENT.

DO YOU *MIND?!*

YOUR BOSS AND I ARE IN THE MIDDLE OF A *PRIVATE CONVERSATION!*

QUITE RIGHT, MY SWEET!

WE ARE ABOUT TO DISCUSS YOUR IMMINENT *DEMISE!*

FOR AN INSTANT, YOU **PANIC**-- *FREEZING IN PLACE AS THE SPIKED BALLS HURL TOWARD YOU!*

BUT THEN--!

S'FUNNY! I THOUGHT THE TOPIC WAS YOUR UPCOMING VACATION IN THE PRISON PSYCHO WARD!

WITH A FLUID GRACE THAT SURPRISES EVEN YOU, YOU FLING YOURSELF DIRECTLY AT **CRAZY EIGHT**--!

VERY IMPRESSIVE, MY SWEET--

--BUT, AS YOU SEE, I'M ALSO A TRAINED ACROBAT!

NOT ONLY AM I ABLE TO DODGE YOUR ATTACK, BUT I CAN ALSO PREPARE A WARM RECEPTION FOR YOU--!

HE RELEASES A HANDFUL OF **EIGHT BALLS**--

--WHICH PERFECTLY MATCH YOUR **SPEED** AND **TRAJECTORY**!

--WITH A HASTILY CONSTRUCTED **WEB-COCOON**!

UNABLE TO HALT YOUR FORWARD MOMENTUM, YOU IMMEDIATELY ATTEMPT TO **MINIMIZE** THE INEVITABLE COLLISION--

KWA-THOOM!

THOUGH BATTERED AND BUFFETED LIKE A LEAF IN A MAELSTROM, YOU SOMEHOW SURVIVE THE BLAST!

EVEN AS YOU BURST FREE FROM YOUR PROTECTIVE SHELL, YOU FLASH TO YOUR DAD--!

TO THINK HE INVENTED THIS AMAZING WEBBING WHILE STILL IN HIGH SCHOOL.

Wow!

Wow!

AS DELIGHTFUL AS I FIND YOUR COMPANY, I FEAR WE MUST NOW PART!

YOU HAVE PROVEN TO BE A FAR MORE RESILIENT AND PERSISTENT FOE THAN I FIRST BELIEVED!

THUS, I MUST DRASTICALLY INCREASE THE PRESSURE--!

EEEEEEEE

C-COULDN'T LEAP FAR ENOUGH TO AVOID GETTING CAUGHT BY HIS SONIC GRENADE!

T-THE BLAST MUST HAVE AFFECTED MY INNER EAR!

I SUDDENLY FEEL DIZZY, DISORIENTED!

OH, GREAT! I...I CAN BARELY STAND--

--A-AND HE'S SLAMMING HEAT!

SO MUCH FOR FAIR PLAY!

AS MUCH AS I HATE TO GIVE HIM THE SATISFACTION, I'VE GOT TO GO INTO *RETREAT MODE--!*

OOPS! I'M SLIDING AGAIN!

IT'S SOOOOO EMBARRASSING--!

I *REALLY* SHOULD PRACTICE MY WALL-CRAWLING!

AND MY WEB-SWINGING!

AND EVERYTHING ELSE ASSOCIATED WITH THIS WHOLE *SPIDER-GIG!*

I DON'T BELIEVE IT! SHE PULLED ANOTHER *FADE!* RAN OUT ON ME AS SOON AS THE GOING GOT TOUGH!

FAR BE IT FOR ME TO CRITICIZE, BUT THAT'S ONE YOUNG LADY WHO SERIOUSLY NEEDS TO REASSESS HER *CAREER PATH!*

WHOOMP!

DITTO FOR YOU, MY FRIEND!

A WIDE GRIN GLOWS BENEATH YOUR MASK AS YOU MENTALLY CHALK IN THE WIN!

CRAZY EIGHT UNDERESTIMATED YOU, NEVER SUSPECTING THAT YOU WERE CIRCLING BEHIND HIM!

ARROGANCE CERTAINLY HAS A NASTY HABIT OF LEADING TO DEFEAT!

YOU--!

I WAS WONDERING WHEN YOU'D SHOW!

FEELING *PROUD* OF YOURSELF, LITTLE GIRL?

ENJOY YOUR *VICTORY*... FOR WHATEVER IT'S WORTH!

WHAT'S YOUR DEAL, ANYWAY? WHY ARE YOU HASSLING ME?

I'M MERELY TRYING TO FORESTALL AN UNNECESSARY *FUNERAL*, KID!

YOU WERE EXCEPTIONALLY *LUCKY* TONIGHT!

BUT LUCK DOESN'T *LAST*!

NEITHER DO THOSE WHO PLAY AT BEING A *HERO*!

IT'S ALMOST *FUNNY*...

CRAZY EIGHT TREATS YOU WITH RESPECT, AND TRIES TO KILL YOU...

DARKDEVIL MOCKS YOU, AND TRIES TO SAVE YOU.

YOUR LIFE IS SUDDENLY BRIMMING WITH LITTLE IRONIES...

LIKE JIMMY YAMA ASKING YOU OUT!

LIKE YOUR UNCLE PHIL FINDING YOUR WEBBING!

LIKE YOUR WRETCHED ATTEMPT TO BE WORTHY OF YOUR FATHER'S WEBS!

THE END!

MARVEL COMICS

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL™

DEC #3

OUR STUNNING SUPER-STAR FACES OFF AGAINST THE GREATEST HEROES OF HER WORLD!

APPROVED BY THE COMICS CODE AUTHORITY

O'NEIL & AW

FUN 'N' GAMES WITH The Fantastic Five!™

Stan Lee PROUDLY PRESENTS A TALE STARRING THE STUNNING SPIDER-GIRL...

FUN 'N' GAMES WITH The Fantastic Five!

TODAY'S A BIG DAY FOR YOUR FATHER. HE'S MEETING THE MAYOR LATER, AND RECEIVING A SPECIAL COMMENDATION FOR HIS WORK IN THE POLICE LAB.

STOP FUSSING OVER ME, MARY JANE. YOU'RE ONLY MAKING ME NERVOUS.

ECONOMICS

I JUST WANT EVERYONE TO SEE HOW HANDSOME YOU REALLY ARE, PETER.

YOU'RE JUST PREJUDICED!

BELIEVE IT, TIGER!

YOU'RE VERY PROUD OF HIM AND HIS ACCOMPLISHMENTS, EVEN THOUGH A RIFT HAS BEEN STEADILY GROWING BETWEEN YOU--

--BECAUSE OF YOUR SECRET LIFE.

FEATURING THESE GREAT GUEST-STARS...

REED RICHARDS-- BIG BRAIN

FRANKLIN RICHARDS-- PSI-LORD

LYJA STORM-- MS. FANTASTIC

BEN GRIMM-- THE EVER-LOVIN' THING

AND THEIR LEADER, JOHN STORM-- THE HUMAN TORCH.

TOM DEFALCO WRITER • PAT OLLIFFE PENCILER • AL WILLIAMSON INKER • JANICE CHIANG LETTERING • CHRISTIE SCHEELE COLOR ARTIST • BOB HARRAS SIMPLY FANTASTIC

THE CEREMONY'S SUPPOSE TO START AT SIX SHARP.

ANY CHANCE YOU CAN MAKE IT, MAY?

YOU KIDDIN'--?!

I WOULDN'T MISS IT FOR THE WORLD!

I'M GLAD YOU'RE GOING, HOTSHOT. THIS AWARD MEANS A LOT TO YOUR FATHER.

I KNOW YOU SOMETIMES STAY LATE AT SCHOOL... BUT *PLEASE* TRY TO BE ON TIME.

GREAT! I'LL SEE YOU TWO LATER!

I ALREADY SAID I'LL *BE* THERE, MOM.

YOU WANT A SIGNED CONTRACT--?!

MEEE-OWW! YOU REGRET THE TONE FAR MORE THAN THE WORDS.

YOUR MOTHER DOESN'T DESERVE SUCH SNIPPINESS. IT ISN'T HER FAULT YOU'RE BURDENED BY SECRETS...

YOUR NAME IS MAY "MAYDAY" PARKER.

HAVING RECENTLY DISCOVERED THAT YOUR DAD WAS THE ORIGINAL SPIDER-MAN, YOU HAVE BEEN SURREPTITIOUSLY SNEAKING OUT AT NIGHT--

--TO CONTINUE THE FAMILY TRADITION!

BUT IT'S ONLY A MATTER OF TIME BEFORE THE WORLD LEARNS ABOUT SPIDER-GIRL--

--AND YOUR LIFE BECOMES EVEN MORE COMPLICATED.

YO, MAY--! WAIT UP!

KEEP WALKING! IT'S ONLY *JIMMY YAMA!*

DON'T BE RUDE, *DAVIDA!* THE GUY'S A FRIEND OF MINE!

TO EACH HER OWN!

DAVIDA KIRBY MAY BE YOUR MAIN GIRL, BUT SHE CAN BE SUCH A SNOB AT TIMES!

AND JIMMY... WELLLL... YOU'VE BEEN SKITTISH AROUND HIM EVER SINCE YOU LEARNED HE WAS PLANNING TO ASK YOU OUT.

YOU READ THE SCIENCE SECTION IN TODAY'S *DAILY BUGLE?*

BIG ARTICLE ON THE NEW EXHIBIT AT THE *FANTASTIC FIVE MUSEUM.*

SOUNDS SIMPLY *FAB--!*

YOU TRY NOT TO REACT AS DAVIDA SILENTLY MOUTHS THE WORD, "geek".

WHAT ARE THEY SHOWING?

BUNCH OF ARTIFACTS THE *FF* PICKED UP ON A RECENT EXPEDITION INTO THE *NEGATIVE ZONE.*

YOU GOT ANY INTEREST IN SEEING THIS EXHIBIT?

YOU PAUSE, DEBATING IF HE'S ASKING AS A FRIEND... OR DATE.

BUT THEN, EVEN BEFORE YOU CAN ANSWER--

EXHIBIT?! YOU TALKING ABOUT THE FF'S NEW EXHIBIT?

THE VERY SAME!

UH-OH...

JIMMY SUDDENLY LOOKS DECIDEDLY UNHAPPY.

PROBABLY BECAUSE HE KNOWS HOW YOU FEEL ABOUT BRAD MILLER!

WHAT A COINCIDENCE! I WAS JUST TELLING MOOSE ABOUT IT!

I KNOW THAT NEW AVENGERS TEAM HAS BEEN CAPTURING THE BIG HEADLINES LATELY... BUT I'M STRICTLY AN FF MAN.

YOU CAN'T HELP BUT WONDER HOW HE'D FEEL ABOUT...oh, say... SPIDER-GIRL?!

WEIGHT WARRIOR

DO YOU MIND, MILLER?

I WAS IN THE MIDDLE OF A PRIVATE CONVERSATION.

UHHH... SORRY, JIMMY... DIDN'T REALIZE I WAS INTERRUPTING.

DON'T APOLOGIZE TO THIS WASTE, BRAD! HE SHOULD BE SHOWING YOU RESPECT.

GET OUT OF MY FACE, MOOSE!

I STILL OWE YOU FOR THE OTHER DAY, CREEP.

I'M NOT THE ONE WHO DITCHED OUT ON OUR FIGHT, BIG MOUTH.

YOU CALLING ME A COWARD?!

HEY! HEY! LET'S ALL CALM DOWN!

WHY CAN'T WE ALL BE FRIENDS?!

I'VE GOT A GREAT IDEA! LET'S GO TO THE FF MUSEUM AND SPEND SOME TIME TOGETHER!

C'MON! IT'LL BE FUN--!!

WITH THIS GROUP?!

AS IFFFFF!

LOCATED IN MIDTOWN MANHATTAN, THE FANTASTIC FIVE BUILDING SERVES AS THE HOME, HEAD-QUARTERS, AND A BIT OF A SHRINE TO THE WORLD'S GREATEST TEAM OF SUPER HEROES.

(AT LEAST IN YOUR OPINION.)

FINISHING YOUR LAST CLASS OF THE DAY AT TWO THIRTY--

--YOU AND YOUR BUDS SCURRY OVER TO THE INTERACTIVE MUSEUM WHICH FILLS THE BUILDING'S FIRST TEN FLOORS.

SUB-MARINER

ATLANTI

THE HUMAN TORCH

FLAME ON!

WOW! THAT GLOVE ALLOWS YOU TO FEEL WHAT IT'S REALLY LIKE TO FLAME ON!

WOULD YOU LIKE TO VISIT THE ATTILAN EXHIBIT?

NAH! I'D RATHER PUNCH THE THING DOLL!

THE PUPPET MASTER

THE PLACE IS PACKED WITH ALL SORTS OF FASCINATING MEMORABILIA--

--BUT YOU FOCUS ON THE DISAPPROVING GLARE OF COURTNEY DURAN, WHO WAS INVITED AT THE LAST MINUTE.

WHERE IS...

DR. DOOM?

DR. DOOM...

LATVERIA

YOU GOT A PROB, COURT?

THIS ISN'T WHAT JIMMY INTENDED, MAY...

HE WANTED A REAL DATE...NOT AN AFTER SCHOOL OUTING!

HEY! I REALLY LIKE THE GUY... AS A FRIEND...BUT I'M NOT SURE ABOUT...we!!!!!...YOU KNOW!

BUT HE'S SO COOL...LIKE A YOUNG FRANKLIN RICHARDS!

THING

NO ARGUMENT, COURT, BUT I...

SUDDENLY YOU FEEL IT--

--A FAMILIAR TINGLING WHICH WARNS YOU OF DANGER!

AND THEN...

HONEY--GET THE CAMERA!

I THINK AN EXHIBITION'S ABOUT TO START.

NO...

DEFINITELY NOT A EXHIBITION!

I APOLOGIZE FOR INTRUDING UPON YOUR LEISURELY AFTERNOON...BUT I STRONGLY SUGGEST THAT YOU ALL *FIND*... AND CALMLY *WALK*...TO THE NEAREST *EXIT*.

HOW'D THEY STAGE THAT EFFECT?

THIS GUY'S *REAL*, COURTNEY... AND *DANGEROUS!*

Y-YOU *SURE--?!*

PRETTY SURE!

YOU ROUND UP THE OTHERS WHILE I...*errrr*... DIAL *911!*

BUT, EVEN AS YOU SHOVE COURTNEY ON HER WAY--

WOMEN

--YOU *AUTOMATICALLY* REACH FOR YOUR BACKPACK.

IF ANYONE'S GOING TO CALL THE POLICE...

IT WON'T BE YOU!

WHILE I HAVE NO DESIRE TO HARM ANYONE, I WARN YOU IN ADVANCE...

I WILL NOT SUFFER ANY *INTERFERENCE!*

THERE! THAT IS THE POWER CELL I REQUIRE!

IF MY CALCULATIONS ARE CORRECT, IT WILL HELP ME GENERATE A *WARP SPIRAL* POWERFUL ENOUGH TO RETURN HOME.

EVEN AS YOU STRAP ON YOUR WEB-SHOOTERS AND PULL ON YOUR MASK--

--YOU REALIZE THAT THIS IS THE FIRST TIME SPIDER-GIRL WILL BE SEEN BY THE GENERAL PUBLIC.

HOME--?!

YOU WANT TO GET *HOME?*

HAVE YOU TRIED CLOSING YOUR EYES, AND CLICKING YOUR HEELS?

I HEAR THAT'S THE MOST ACCEPTED METHOD--

--THOUGH I ALSO RECOMMEND THE MUCH-IMPROVED *NEW YORK TRANSIT SYSTEM* AS AN ALTERNATIVE!

FANTASTIC

THE THING

THE HUMAN TORCH

ATTIL

PUA-DHAKK

INSTINCTIVELY, YOU ALLOW YOUR SPIDER-SENSE TO GUIDE THE ANGLE OF YOUR ATTACK--

--IN A DESPERATE ATTEMPT TO EVADE THE MUSEUM'S MANY SECURITY MONITORS.

IF NO ONE MANAGES TO CATCH YOU ON FILM OR VIDEO, YOU STILL MIGHT POSTPONE THAT INEVITABLE CONFRONTATION WITH YOUR PARENTS!

SUDDENLY, YOU REMEMBER YOUR FATHER'S CEREMONY, AND GLANCE AT THE NEAREST WALL CLOCK...

A BIG MISTAKE CONSIDERING YOUR CURRENT CIRCUMSTANCES.

ANG

GHOST

YOU REMIND ME OF SOMEONE FROM MY WORLD, YOUNG LADY--BUT MY SPIDER-PERSON'S A *HE!*

HIS WORLD--?!

YOU BRIEFLY WONDER WHAT THE GUY IS TALKING ABOUT--

KLAMM!

--WHICH PROVES TO BE ANOTHER MISTAKE!

DUMB! DUMB! DUMB!

HARKNESS

YANCY ST

HE TRIES TO DISTRACT YOU--

--AND YOU FALL FOR HIS SORRY ACT LIKE A **RANK AMATEUR!**

WHICH, WHEN YOU COME RIGHT DOWN TO IT, IS EXACTLY WHAT YOU *ARE!*

HOPEFULLY YOU'LL LIVE LONG ENOUGH TO IMPROVE...

THANKS, IN NO SMALL PART, TO THE AMAZING **SPEED AND REFLEXES** INHERITED FROM YOUR DAD--

--AND ALSO THE OCCASIONAL PROP!

HOWSTRONG AD
PUNCH THIS

EVEN AS YOUR PLAYMATE KICKS UP THE VOLUME--

--YOU ADVANCE ON HIM, PREPARING TO LAUNCH A **FEW KICKS** OF YOUR OWN.

BUT THEN--

--QUITE UNEXPECTEDLY--

--YOU FIND YOURSELF FACING YOUR WORLD'S MOST FAMOUS SUPER-TEAM--

--THE **FANTASTIC FIVE!**

I'M GLAD *MUSEUM SECURITY* CALLED US! IT'S OUR OLD FRIEND...*SPYRAL!*

BUT WHO'S THE BABE IN THE SPIDEY SUIT--?!

SHE ALMOST LOOKS LIKE--

NAH! COULDN'T BE!

THAT WAS TOO MANY YEARS AGO.

WHOEVER SHE IS, WE'D BETTER CONTAIN HER FOR NOW!

LEAVE HER TO ME, *REED--!*

HOLD STILL, MISSY! WE DON'T WANT TO HURT YOU-- AT LEAST UNTIL WE LEARN MORE!

LYJA STORM-- THE SHAPE-CHANGING *MS. FANTASTIC!*

YOU HAD A POSTER OF HER WHEN YOU WERE A KID!

BUT THIS IS NO TIME TO ASK FOR AN AUTOGRAPH!

WAIT! STOP! I'M ON YOUR SIDE!

IF THAT'S TRUE, WHY ARE YOU WITH SPYRAL?!

I...I DIDN'T EVEN KNOW HIS NAME UNTIL NOW!

I WAS ONLY TRYING TO STOP HIM!

KRAKK!

MAKES US EVEN, KIDDO!

'CAUSE WE GOT THE SAME PLAN FER--HEY! NO FAIR YA DUCKIN' LIKE THAT!

WOW! YOU ACTUALLY MANAGED TO AVOID BEING CLOBBERED BY THE EVER-LOVIN' THING! WOW!

BACK OFF, JOHNNY!

DON'T WORRY, REED! I'M FAST ENOUGH TO

SLIDE!

I, FOR ONE, AM GLAD YOU IGNORED BIG BRAIN'S WARNING, TORCH--

--BECAUSE I CAN NOW SEND YOU THRASHING INTO YOUR OWN COMRADES!

NOT SO FAST, SPYRAL! A SIMPLE PSI-BLAST SHOULD DISORIENT YOU LONG ENOUGH FOR MY UNCLE TO FREE HIMSELF!

ARRK

BLAST THAT SPIDER-GIRL! I WOULD HAVE BEEN LONG GONE IF SHE HADN'T INTERFERED--!

OH, WELL! WHEN LIFE GIVES YOU LEMONS--

--YOU CAN ALWAYS TOSS THEM AT INNOCENT BYSTANDERS!

PZZAKK!

REED, THE CEILING--!

I'M WAY AHEAD OF YOU, JOHNNY!

W-WE'RE ALL GONNA DIE!

YOU STAND ROOTED TO THE GROUND WATCHING IN AWE AS BIG BRAIN STREAKS ABOVE THE PANICKED CROWD--!

AND THEN...

MAY I PLEASE HAVE EVERYONE'S ATTENTION?

TRY TO REMAIN CALM! YOU ARE NOT IN ANY DANGER!

MY FORCE-FIELD CAN EASILY PROTECT YOU ALL!

YEARS AGO, WHILE YOU WERE STILL A CHILD, REED RICHARDS SUFFERED AN ACCIDENT WHICH LEFT HIS REAL BODY IN MANGLED RUINS.

REFUSING TO ACCEPT THIS CONDITION, HE DESIGNED A NEW FORM FOR HIMSELF.

WHAT A GUY!

HEY! SPYRAL'S MAKING HIS PLAY--

--AN' DITCHIN' OUT ON US!

TERRIFIC, YOU THINK AS YOU SCURRY BACK TO THE LADIES ROOM--

--YOU REVEAL YOUR EXISTENCE TO THE WORLD--

--RUN AFOUL THE FF--

--AND THE BAD GUY STILL GETS AWAY!

NEXT TIME YOU SHOULD JUST MIND YOUR OWN BUSINESS.

HEY, KID...YA SEE A SPIDER-WOMAN RUN THIS WAY?

UHHH... NO... SORRY!

WOMEN

SPIDER-WOMAN--?!

YOU COULD HAVE GONE THAT WAY, BUT IT WOULD HAVE MADE YOU SOUND LIKE SOMEONE'S MOTHER.

WHERE HAVE YOU BEEN, MAY?

WE WERE ALL WORRIED ABOUT YOU!

BRAD WAS WORRIED--?!

COOL!

I-IT'S REALLY HIM!

I BELIEVE I CAN WHIP UP A DEVICE TO TRACE SPYRAL'S RESIDUAL ENERGY TRAIL TO HIS CURRENT BASE!

YOUR FRIENDS WANT TO STICK AROUND, AND SEE WHAT HAPPENS NEXT--

--BUT YOU HAVE A PREVIOUS ENGAGEMENT, AND HAVE TO GO.

YOU'RE A BLOCK AWAY FROM HOME WHEN YOU SPOT A FAMILIAR FACE.

HEY, UNCLE PHIL--!

WHAT ARE YOU DOING IN THIS NEIGHBORHOOD?

HOPING TO CATCH YOU FOR A PRIVATE CHAT.

PHIL URICH IS YOUR DAD'S LAB ASSISTANT, AND YOU'VE BEEN DUCKING HIM FOR THE PAST FEW DAYS--

--BECAUSE YOU CAN GUESS WHAT HE WANTS TO DISCUSS.

T-THIS ABOUT THAT WEBBING YOU RECENTLY FOUND?*

KIND OF...

*IN SPIDER-GIRL #1!

WANT TO HEAR SOMETHING FUNNY? THERE WAS AN INCIDENT AT THE FF MUSEUM EARLIER.

EYEWITNESSES REPORT A WOMAN DRESSED IN A COSTUME SIMILAR TO THE ONE SPIDER-MAN USED TO WEAR.

R-REALLY--?!

YEAH, BUT THAT *ISN'T* WHY I TRACKED YOU DOWN.

I-IT *ISN'T*?

I HAVE SOMETHING VERY IMPORTANT TO TELL YOU, MAY...

BELIEVE IT OR NOT, THERE WAS A BRIEF TIME IN MY LIFE WHEN I PLAYED AT BEING A *COSTUMED HERO*.

DON'T LOOK SO AMAZED! I WASN'T ALWAYS A BORING, OLD, POLICE SCIENTIST.

IT WAS A LONG TIME AGO, AND I WASN'T MUCH OLDER THAN YOU WHEN I ADOPTED THE IDENTITY OF THE *GREEN GOBLIN* FOR A FEW MONTHS.

Y-YOU WERE THE GOOD GOBLIN--?!

GOOD IS PUSHING IT!

LET'S JUST SAY *CAPTAIN AMERICA* WASN'T WORRIED ABOUT THE COMPETITION.

THE GOBLIN GIG DIDN'T QUITE WORK OUT...BUT THAT DIDN'T STOP ME FROM TRYING... AGAIN AND AGAIN.

YOU EVER HEAR ABOUT THE *BLUE WAIL*--?

ONE OF MY LESS THAN MEMORABLE ATTEMPTS!

IS THAT HOW YOU GOT YOUR...

UUMMMM

MY *SCAR*--?!

NO!

I REMEMBER HOW TOUGH IT WAS TO BE OUT ON MY *OWN*...WITHOUT ANYONE I COULD TRUST TO BACK ME UP.

ANYWAY, THERE'S SOMETHING ABOUT BEING A *HERO* WHICH GETS IN YOUR BLOOD...

I ALMOST WISH THERE WERE SOME WAY I COULD STILL KEEP MY HAND IN IT.

R-REALLY--?!

"THERE'S SOMETHING ABOUT BEING A *HERO* WHICH GETS IN YOUR BLOOD."

SURE IS...

OTHERWISE YOU WOULDN'T HAVE DOUBLED BACK TO **FF** *HEADQUARTERS TO SEE IF* **BIG BRAIN** *SUCCEEDED IN WHIPPING UP HIS TRACKING GIZMO...*

AS THE CLOCK INCHES PAST FIVE, YOU GRUDGINGLY REALIZE IT'S TIME TO HEAD FOR YOUR DAD'S AWARD CEREMONY...

OF COURSE, THAT'S WHEN--AS IF ON CUE-- THE **FANTASTICAR** *TAKES TO THE SKY...*

YOU DEBATE THE MERITS OF FOLLOWING IT...

--BUT ONLY FOR AN INSTANT!

EVEN AS YOU LEAP FROM WEBLINE TO WEBLINE--

--YOUR MIND DRIFTS BACK TO UNCLE PHIL.

ON THE VERY DAY YOU QUESTION HIM ABOUT **SPIDER-MAN**, *HE DISCOVERS* **WEBBING** *AT A CRIME SITE.*

ONE PLUS ONE EQUALS THE OBVIOUS REASON FOR TODAY'S REVELATION.

EVEN AS YOU TOY WITH THE IDEA OF ACCEPTING HIS NOT SO VEILED OFFER, THE **FF** *VEER TOWARD* **STANDARD VILLAIN HIDEOUT #3**...

...THE SEEMINGLY DESERTED WAREHOUSE.

WITH A MAJOR ACCENT ON THE "SEEMINGLY"!

NOT BAD! THE POWER CELL HAS ALREADY INCREASED MY WARP FIELD BY A FACTOR OF TEN.

AT THIS RATE I WILL ACHIEVE *MAXIMUM SPIRAL* WITHIN THE HOUR!

KRAKA-KWAMM!

SOUNDS LIKE WE GOT A *SCHEDULIN' CONFLICT*, CHARLIE--

--'CAUSE THAT'S ABOUT THE TIME WE PENCILED YA IN FOR *FINGERPRINTS* AND *MUG SHOTS!*

SPARE ME YOUR CRUDE ATTEMPTS AT WITTY REPARTEE, THING.

YOU'RE AS PATHETIC AS YOUR COUNTERPART IN MY DIMENSION.

WHILE THERE ARE ONLY *FOUR* MEMBERS OF YOUR TEAM ON MY HOME PLANET--

--THIS WORLD WILL SOON HAVE *NONE!*

THOUGH YOU SILENTLY VOW TO STAY ON THE SIDELINES--

--THE FAN IN YOU CAN'T RESIST A QUICK PEEK AT THE *FF* IN ACTION.

COURTNEY WOULD JUST *DIE* IF SHE COULD SEE YOU NOW.

SHE'S ALWAYS HAD AN ITCH FOR FRANKLIN RICHARDS.

TO TELL THE TRUTH... SO HAVE *YOU!*

AND HE'S EVEN CUTER IN PERSON!

OF COURSE, THE OCCASION IS A MITE INAPPROPIATE FOROGLING!

PWOOM!

-UFFT-

BA-TWARK

ARRGKK

LYJA! DAD! THE CELL IS STILL FEEDING HIM, AND HIS POWER APPEARS TO BE GROWING EXPONENTIALLY.

I'LL TAKE A RUN AT HIM!

NO, LYJA! I HAVE THE BEST SHOT AT--

AT *WHAT* YOUNG MAN?

FALLING VICTIM TO A TERMINAL CASE OF *VERTIGO*?!

EVEN AS FRANKLIN BEGINS TO ROTATE WITH EVER-INCREASING SPEED--

--YOUR BETTER JUDGMENT PULLS AN INSTANT FADE!

HEY, POPS! I KNOW YOU LIKE TO LIVE ON THE EDGE--

--BUT YOU'RE RISKING THE WRATH OF *WOMANHOOD ASSEMBLED* BY THREATENING THAT BOY!

YOU--!

I WAS HOPING OUR PATHS WOULD CROSS BEFORE I TOOK MY PERMANENT LEAVE FROM THIS PARTICULAR *PLANE OF REALITY!*

SINCE YOUR ACTIONS HAVE CAUSED ME CONSIDERABLE *INCONVENIENCE--*

--I BELIEVE IT ONLY FITTING FOR ME TO *RETURN* THE FAVOR!

WHAT THE--?!

SURPRISE COMES FIRST...

QUICKLY FOLLOWED BY ANGER--

*--AND A DESPERATE DESIRE TO **LASH OUT** AT THIS MAN WHO WOULD SO EAGERLY **ERASE** YOU FROM EXISTENCE!*

UNABLE TO GET A FINAL SHOT AT HIM--

THWIPPP!

*--YOU SETTLE FOR THE BEST **TARGET** AT HAND!*

BLAST THAT GIRL--!

HANG ON, MISS! I'M COMING AFTER YOU--!

*EVEN AS YOU ARE SUCKED DEEPER INTO THE **VOID**, AND **REALITY** RIPPLES AROUND YOU--*

FRANKIE, NO!

NO!

*--YOU SUDDENLY REALIZE THAT YOU'RE ABOUT TO EMBARK ON A JOURNEY INTO THE **UNKNOWN** WITH FRANKLIN RICHARDS!*

FRANKLIN RICHARDS!

*PRETTY **COOL**, huh?*

ALTHOUGH THE SETTING COULDN'T BE LESS ROMANTIC!

I ASSUME YOU CALL YOURSELF SPIDER-SOMETHING--?!

GIRL!

IT'S...UHHH... SPIDER-GIRL!

SOUNDS SO IMMATURE WHEN SAID ALOUD!

MAYBE YOU SHOULD GO WITH WOMAN OR PERSON.

GRABBING THE POWER CELL WAS SHARP THINKING!

IF IT'S AS IMPORTANT AS SPYRAL SAYS, HE'LL HAVE TO COME AFTER US!

SHARP! HE THINKS YOU'RE SHARP!

WE JUST HAVE TO SURVIVE UNTIL WE'RE RESCUED!

SOUNDS DOABLE--

--AS LONG AS YOUR PSI-BLASTS HOLD OUT!

T-THAT COULD BE A PROBLEM!

I'M ALMOST AT MY LIMIT NOW!

WHAT'S THE DEAL WITH SPYRAL?

IS HE REALLY FROM ANOTHER DIMENSION?!

I SUPPOSE IT'S POSSIBLE.

MY DAD GIVES HIM THE BENEFIT OF THE DOUBT.

UNCLE JOHNNY AND AUNT LYJA DON'T CARE.

AND UNCLE BEN... WELL...LET'S JUST SAY HE THINKS THE GUY'S FULL OF IT!

WHY AM I NOT SURPRISED?

BY THE WAY...

YOU ANY RELATION TO THE ORIGINAL *SPIDER-MAN?*

W-WHY DO YOU ASK--?!

JUST CURIOUS!

HE AND UNCLE JOHNNY USED TO HANG TOGETHER!

I...*ERRRR*... PLEAD THE *FIFTH!*

WHATEVER!

BUT I'VE GOT A HUNCH THERE'S GOING TO BE A PUBLICITY MAELSTROM WHEN THE WORLD HEARS ABOUT YOU!

REALLY?! I'D RATHER KEEP A LOW PROFILE!

THEN WHY WEAR SUCH A CONSPICUOUS COSTUME?

GOOD QUESTION!

LUCKILY, FATE SAVES YOU FROM ANSWERING--!

WHAT TOOK SO LONG?

YOU BREAK FOR LUNCH, OR JUST FORGET ABOUT US?

HEY! WHY'D WE END UP *HERE*... INSTEAD OF THE WAREHOUSE?

TOOK US A WHILE T'CONVINCE SPYRAL T'RETURN YA--

--BUT HE EVENTUALLY CAME AROUND T'OUR WAY'A THINKIN'!

I BELIEVE THIS BELONGS TO YOU.

WELLLL! I REALLY HATE TO FIGHT, AND RUN, BUT--

NOT SO FAST, YOUNG LADY! WE HAVE A FEW DOZEN QUESTIONS FOR YOU.

STARTIN' WITH YER REASONS FER TRIPPIN' ALL OVER THE FIRST WEBHEAD'S TRADEMARKS!

LEAVE THE LADY HER PRIVACY! SHE'S ENTITLED TO HER SECRETS.

I MAY NOT KNOW HER ALL THAT WELL, BUT SHE'S GOOD PEOPLE IN MY BOOK.

ALL RIGHT, FRANKIE...

WE'LL BACK OFF SINCE YOU'RE WILLING TO VOUCH FOR HER.

GOOD PEOPLE?!

FRANKLIN RICHARDS THINKS YOU'RE GOOD PEOPLE!

COULD HE BE ANY MORE SCRUMPTIOUS?

THIS HAS CERTAINLY BEEN A TIME, GANG... BUT I'VE GOT TO BOOK!

I'M SURE WE'LL MEET AGAIN, SPIDER-GIRL!

BELIEVE IT, CUTIE!

Y'KNOW, YOUR NAME DOES SOUND KIND OF COOL...

ESPECIALLY WHEN A HUNK LIKE FRANKLIN MOUTHSIT!

YOU CASUALLY WONDER HOW YOUR FATHER WOULD REACT IF YOU EVER BROUGHT THAT RICHARDS BOY TO THE HOUSE, AND--

YOUR FATHER--!

Oh, mooooo!

YOUR FATHER!

MEANWHILE, EVEN AS YOU FRANTICALLY RACE ACROSS TOWN, THIS DAY'S EVENTS ARE ALREADY BEING DISCUSSED...

DAILY BUGLE

MR. WALTERS! MR. WALTERS! DID YOU HEAR ABOUT THAT COSTUMED WOMAN WHO WAS SPOTTED AT THE FF MUSEUM?

MUST HAVE MISSED THAT TIDBIT, PATRICK M'BOY!

WHY DON'T YOU UPDATE YOUR EVER-INQUISITIVE *EDITOR IN CHIEF*?

WORD IS THAT SHE WAS DRESSED IN AN OLD *SPIDER-MAN* COSTUME!

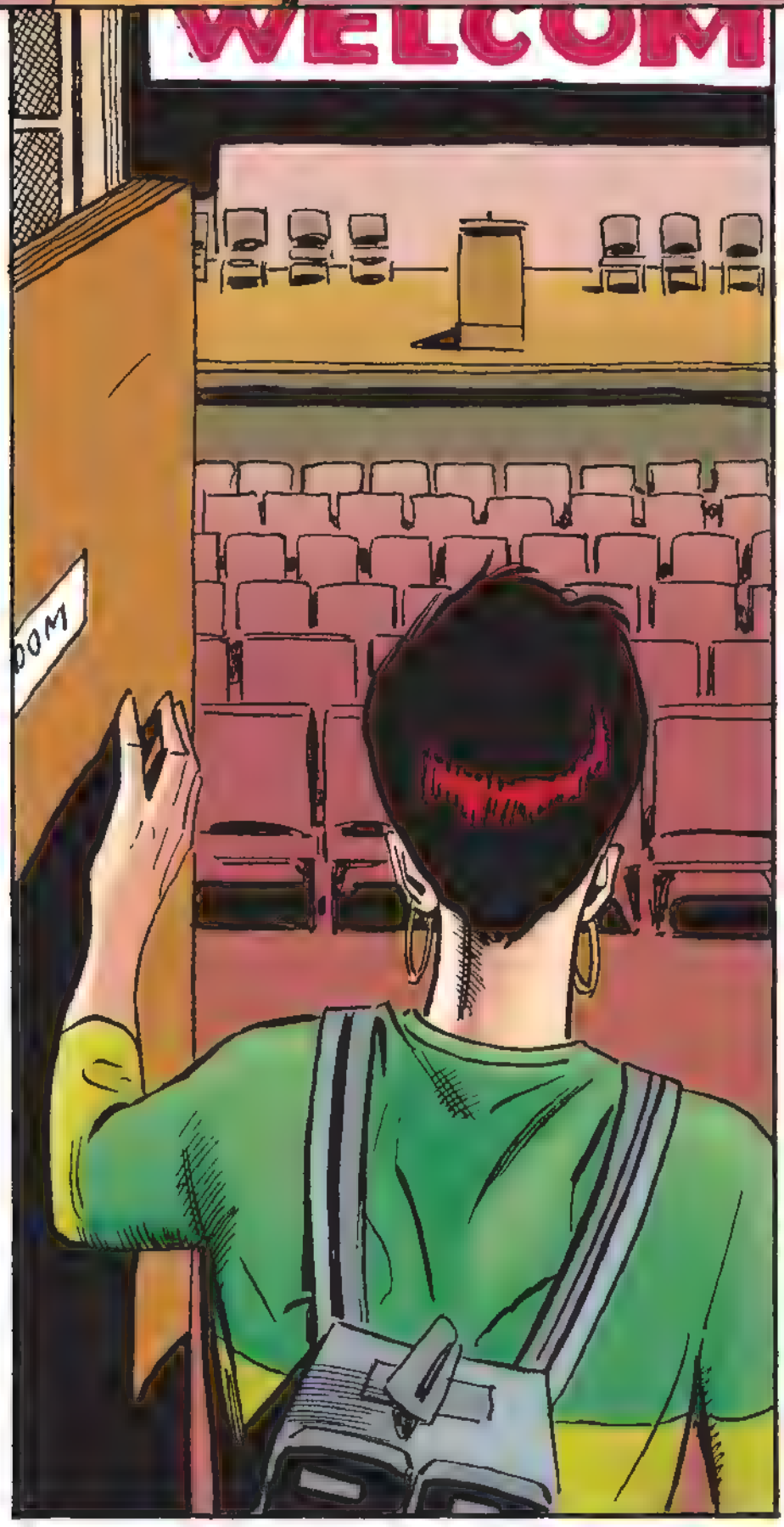
SPIDER-MAN, *huh*?!

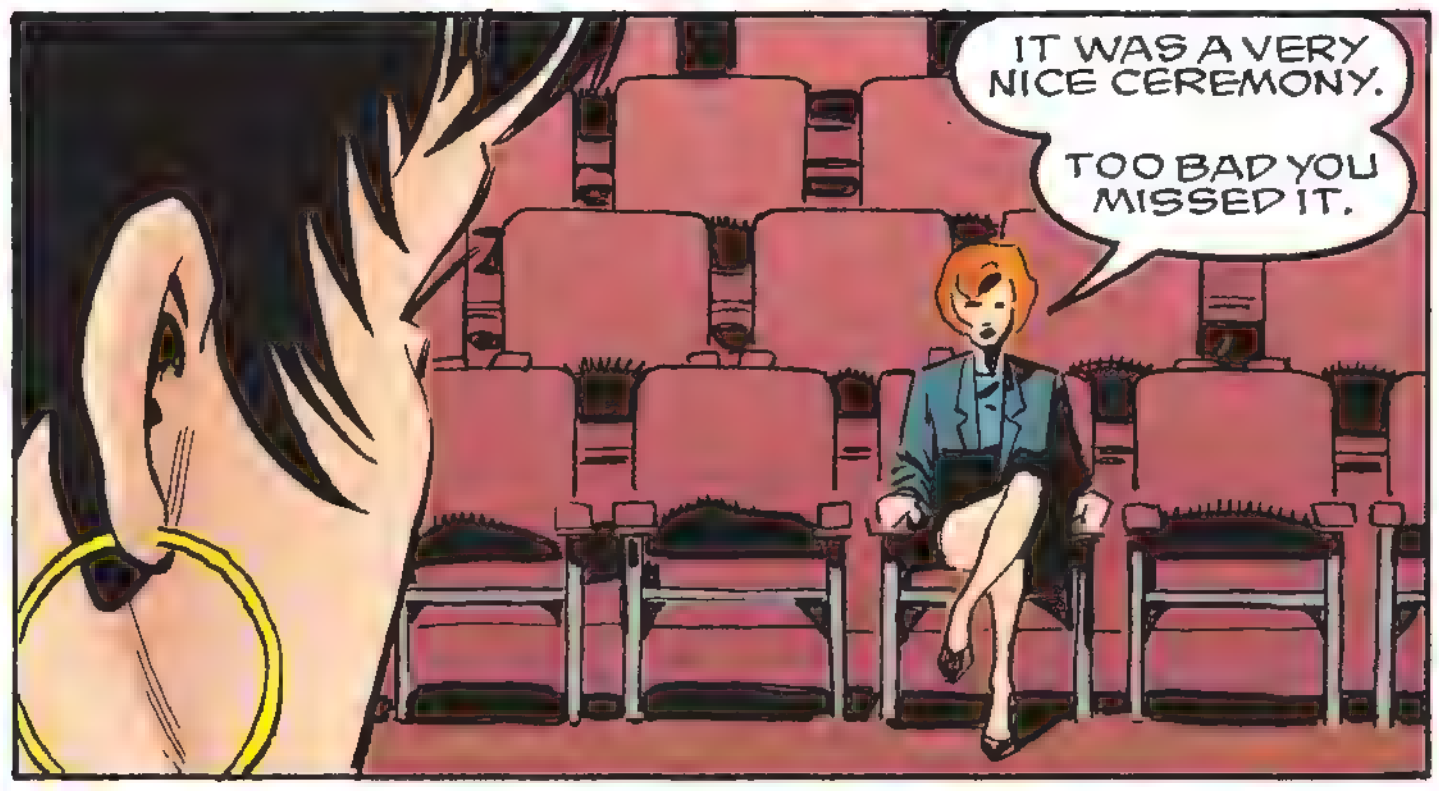
THAT'S THE WAY I HEARD IT, SIR!

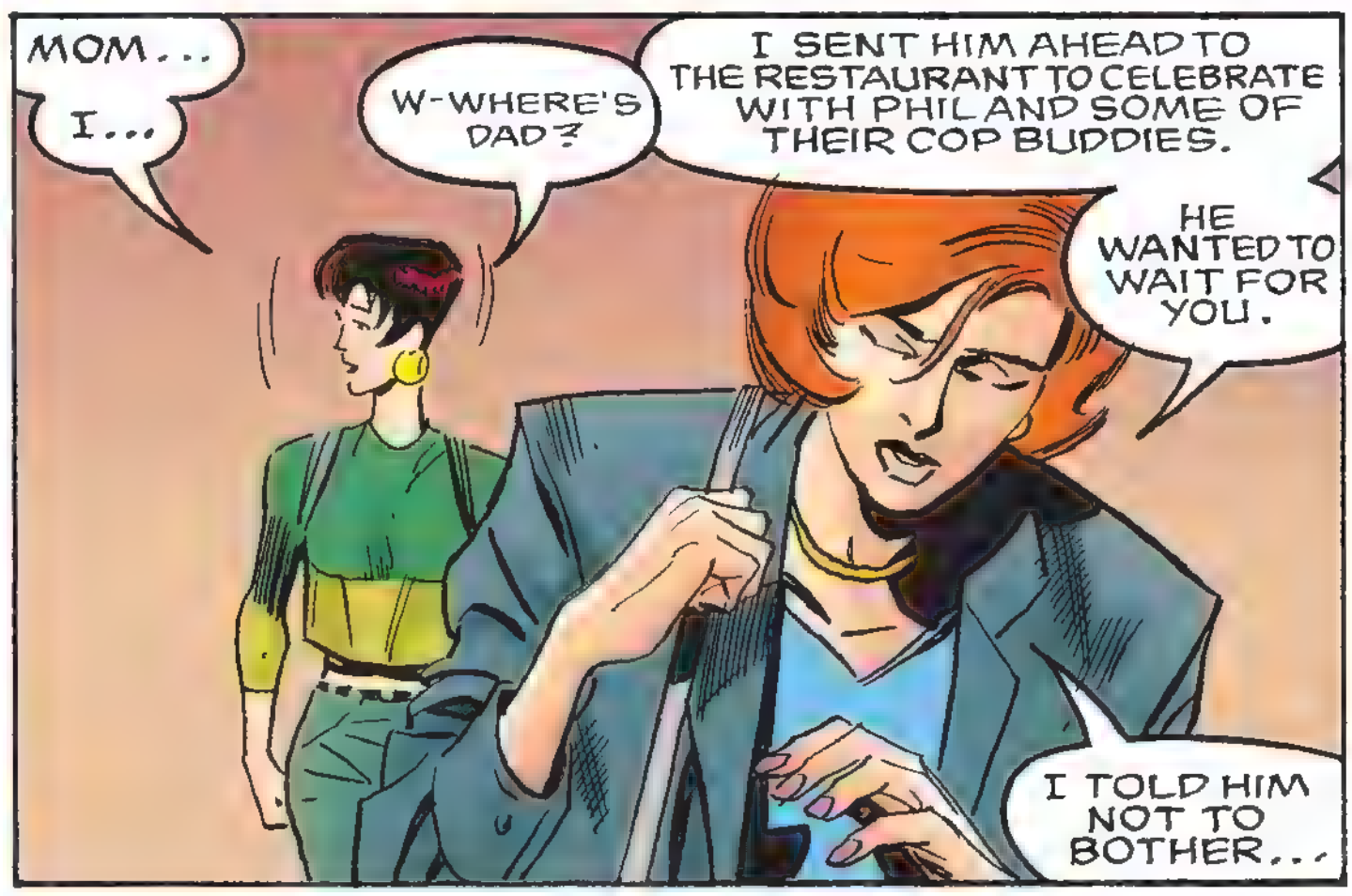
GOOD WORK, PATRICK! SEE IF THERE'S ANYTHING ELSE KNOWN ABOUT HER!

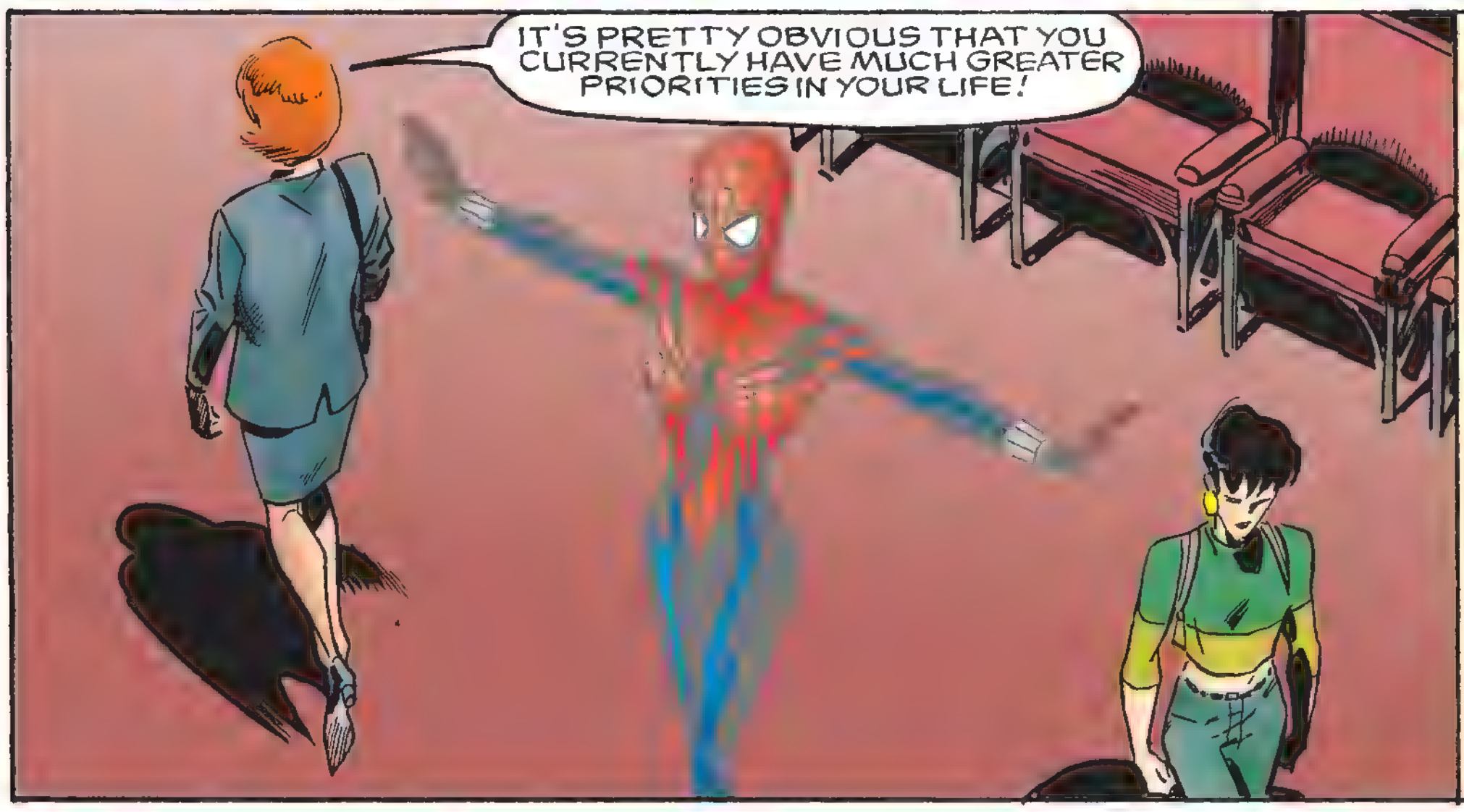
I HAVE A HUNCH OUR ILLUSTRIOUS PUBLISHER WILL WANT TO KNOW EVERYTHING WE CAN DIG UP.

UBLISH






MOM...
I...
W-WHERE'S DAD?
I SENT HIM AHEAD TO THE RESTAURANT TO CELEBRATE WITH PHIL AND SOME OF THEIR COP BUDDIES.
HE WANTED TO WAIT FOR YOU.
I TOLD HIM NOT TO BOTHER...



NEXT ISSUE:

AT LONG LAST--MAY CONFRONTS HER PARENTS OVER HER DESIRE TO BE SPIDER-GIRL--AND HER LIFE WILL NEVER BE THE SAME! PLUS: A NEW **SUPER VILLAIN** APPEARS ON THE SCENE!

MARVEL COMICS Z

JAN #4

SPIDER-GIRL™

APPROVED BY THE COMICS CODE AUTHORITY

BATTLES THE DEADLY DRAGON KING!™

AND HE'S NOT EVEN HER BIGGEST PROBLEM!

MAY'S PARENTS HAVE FINALLY LEARNED ABOUT HER DUAL IDENTITY-- AND THEY'RE NOT HAPPY!

=HOO-BOY= WHAT'S A SPIDER-GIRL TO DO?! (THE ANSWER'S INSIDE!)

DEFALCO ▪ OLLIFFE ▪ W[illegible]SON

Ollieffe with Scheele inky Sinky...

IN AN ACTION THREE EXCLUSIVE, WE INVESTIGATE EYEWITNESS REPORTS OF A YOUNG AND APPARENTLY SUPER-POWERED WOMAN--

5 NEWS

--WHO WAS RECENTLY SPOTTED IN THE FANTASTIC FIVE MUSEUM. DRESSED IN A COSTUME SIMILAR TO ONE USED BY THE LEGENDARY MASKED ADVENTURER KNOWN AS SPIDER-MAN.*

*AS SHOWN LAST ISSUE.

Stan Lee PRESENTS THE STUNNING SPIDER-GIRL...

"DEADLY IS THE DRAGON KING!"

"WHO IS THIS NEW WEB-SWINGER?" THE REPORTER ASKS, "IS SHE A HERO OR A MENACE?"

YOU, OF COURSE, COULD EASILY RESPOND TO HIS QUERIES, BECAUSE YOU ARE MAY "MAYDAY" PARKER, THE DAUGHTER OF THE ORIGINAL WALL-CRAWLER --

--WHO IS EVEN NOW BOMBARDING YOU WITH MORE QUESTIONS THAT YOU DARE NOT ANSWER.

WHAT'S WRONG WITH YOU, MAY?

HOW LONG HAS THIS BEEN GOING ON?

WHAT POSSESSED YOU TO ASSUME THE IDENTITY OF *SPIDER-GIRL* WITHOUT EVEN DISCUSSING IT WITH YOUR MOTHER OR ME?

SPIDER-MAN

YOU WISH YOU HAD AN EXPLANATION THAT WOULD CALM YOUR FATHER, AND EASE HIS UNSPOKEN FEARS--

--BUT YOU'LL ONLY MAKE THINGS CONSIDERABLY WORSE BY REVEALING THAT YOU'VE BEEN SECRETLY SLIPPING OUT EACH NIGHT, FOR THE PAST WEEKS, TO DO YOUR SPIDER-THING.

TOM DeFALCO WRITER • PAT OLLIFFE PENCILER • AL WILLIAMSON INKER • JANICE CHIANG LETTERER • BOB SHAREN COLORIST • BOB HARRAS CHIEF

DON'T TUNE ME OUT, YOUNG LADY!

I...I'M NOT IGNORING YOU, DADDY...I-IT'S JUST THAT I...UHHHH...

YOU THINK BEING A *SUPER HERO* IS SOME KIND OF *GAME?*

IT COST MEA LEG AND ALMOST MY LIFE!

PETER, *PLEASE*--! THERE'S NO NEED TO SHOUT.

YOU TWO HAVE BEEN GOING AT IT EVER SINCE THE FIRST NEWS REPORTS CAME IN LAST NIGHT.

IT'S TIME YOU WENT TO WORK, AND MAY GOT READY FOR SCHOOL.

MAYBE YOU'RE RIGHT, MARY JANE.

WE DO NEED A BREAK FROM EACH OTHER.

BUT I INTEND TO FINISH THIS CONVERSATION WHEN I GET HOME.

THANKS FOR STEPPING IN, MOM.

THE WAY HE WAS ROLLING, I THOUGHT WE'D BE STUCK HERE ALL DAY.

DO YOU BLAME HIM FOR BEING SO UPSET--?!

YOU ACTED VERY *IRRESPONSIBLY!*

HEY! IT'S NOT LIKE I'M DOING ANYTHING THAT *HE* WASN'T AT MY AGE!

THE SITUATION WAS TOTALLY DIFFERENT!

HE HAD A GOOD REASON TO BECOME *SPIDER-MAN.*

RIGHT! *RIGHT!* AND I'M JUST A LITTLE GIRL PLAYING DRESS-UP!

I SHOULD HAVE KNOWN YOU'D TAKE HIS SIDE!

"HE HAD A GOOD REASON TO BECOME SPIDER-MAN."

MIDTOWN HIGH SCHOOL

SURE, YOU THINK HIS UNCLE DIED BECAUSE HE FAILED TO STOP A BURGLAR.

BUT GUILT SHOULDN'T BE THE ONLY ACCEPTABLE MOTIVE FOR DONNING A COSTUME.

COACH THOMPSON MADE ME RUN EXTRA LAPS YESTERDAY, AND I'M SURE IT'S 'CAUSE HE HEARD I WAS PICKING ON YOU, YAMA!

LIKE USUAL, MOOSE, YOU JUMPED TO THE WRONG CONCLUSION.

WHY SHOULD I BELIEVE A RAT LIKE YOU?

TELL ME WHY I SHOULD CARE IF YOU DON'T!

UH-OH.

JIMMY AND MOOSE ARE FUSSING, AGAIN.

YOUR FIRST REACTION IS TO SLIP BETWEEN THEM, AND TRY PLAYING THE PEACEMAKER...

BUT THAT TRICK NEVER WORKS.

MAYBE IT'S TIME YOU LEARNED TO MIND YOUR OWN BUSINESS--

--AND ALLOWED NATURE TO FOLLOW ITS OWN COURSE!

THIS MAY BE DIFFICULT FOR YOU TO GRASP, BUT I'M NOT AFRAID OF YOU!

REALLY?

WELL, MAYBE I OUGHT TO GIVE YOU A REASON TO *RETHINK* YOUR POSITION, MISTER WISE MOUTH!

SPWAK!

SUFFS

A-ARE YOU ALL RIGHT, SIR?

I--IT WAS AN ACCIDENT! I'M REAL SORRY I BUMPED INTO YOU, MISTER... errr...

HACKMUTTER... CARLTON T. HACKMUTTER... AS IF YOU CARED!

I'VE BEEN SWEEPING THESE FLOORS FOR MORE YEARS THAN YOU'VE BEEN ALIVE, AND YOU PUNKS ARE ALL ALIKE.

YOU HAVE NO RESPECT FOR ME... THIS SCHOOL... OR ANYTHING ELSE! *GO ON!* WASTE SOME TEACHER'S TIME!

LATER, YAMA!

BUT I REALLY WANT TO APOLOGIZE.

YOU HEARD ME--*GET OUT OF MY SIGHT!*

JUVENILE DELINQUENTS-- EVERY LAST ONE OF 'EM!

BASEMENT

THIS JOB WOULDN'T BE SO BAD IF IT WASN'T FOR THE LOUSY STUDENTS.

THEY FILL THE HALLS WITH GARBAGE AND TREAT ME LIKE I WAS ONE OF THE OLD FIXTURES.

I HATE 'EM! *HATE 'EM ALL!*

IN FACT, I WOULD'VE QUIT YEARS AGO IF I DIDN'T NEED THE MONEY--

--TO KEEP MY *COLLECTION* CURRENT!

SOME OF THESE PIECES ARE REAL EXPENSIVE!

LIKE THE *MEDALLION!* A ONE-OF-A-KIND PIECE ALL THE WAY FROM ANCIENT CHINA!

THE DEALER EVEN TRIED TO CONVINCE ME IT POSSESSED CERTAIN MYSTICAL PROPERTIES, BUT I KNEW THAT WAS JUST A CON TO UP THE PRICE.

DRAGON

YOUR PARENTS RAISED YOU TO HAVE A REAL SENSE OF RESPONSIBILITY.

AND YET, IN A MISGUIDED EFFORT TO PROTECT YOU, THEY'RE NOW TRYING TO CONVINCE YOU TO TURN YOUR BACK ON YOUR POWERS--

--AND THE POTENTIAL GOOD YOU MIGHT ACCOMPLISH!

PARENTS-- GO FIGURE!

EARTH TO PARKER-- HAVE YOU HEARD A SINGLE WORD I'VE SAID?

UHHH...SURE, COURTNEY, YOU WERE TALKING ABOUT JIMMY... LIKE USUAL.

WE HAVE TO DO SOMETHING BEFORE MOOSE FLATTENS HIM.

DO WE, COURT?

I'M NOT SURE WE HAVE ANY RESPONSIBILITY HERE.

YOU'RE RIGHT, PARKER! THOSE BOYS WILL EVENTUALLY HAVE TO SETTLE THINGS IN THEIR OWN WAY.

YOU HAVE OTHER, MORE IMPORTANT RESPONSIBILITIES ON YOUR PLATE.

WE MISSED YOU AT YESTERDAY'S BASKETBALL PRACTICE, MISS PARKER.

UHHH...SORRY, COACH THOMPSON... I WASN'T FEELING VERY WELL!

I HOPE IT WASN'T ANYTHING SERIOUS. WE'VE GOT A BIG GAME THIS FRIDAY, AND I HAVE SOME NEW PLAYS I WANT TO TRY OUT.

I ASSUME I'LL SEE YOU ON THE COURT LATER.

I...I'LL BE THERE, COACH.

YOUR TEAM'S COUNTING ON YOU--

--BUT THEY DON'T KNOW ABOUT YOUR SPIDER-LIKE POWERS.

IS IT REALLY FAIR FOR YOU TO COMPETE AGAINST NORMAL TEENAGERS?

EXIT

MATH

AID

DAILY BUG

THE *TELEVISION* AND *NET NEWS* ARE ALL OVER THIS *SPIDER-GIRL* STORY.

BASED ON OUR HISTORY WITH THE ORIGINAL *SPIDER-MAN* I BELIEVE THE *BUGLE* HAS A PROPRIETARY INTEREST IN THIS NEW WALL-CRAWLER--

--AND I EXPECT *RESULTS!*

I'VE ALREADY ASSIGNED *MS. MOORE* TO THE STORY, CHIEF.

THEN WHY IS SHE *HERE*... WHEN SHE SHOULD BE DIGGING UP AN EXCLUSIVE FOR TOMORROW'S FRONT PAGE?!

;*WHEW!*- IS THE CHIEF ALWAYS LIKE THIS, MR. WALTERS?

LET'S JUST SAY HE HAS A REAL ITCH FOR ANYTHING *SPIDER-RELATED.*

WHY?

YOU'RE NEW HERE. YOU AREN'T FAMILIAR WITH THIS PAPER'S LESS THAN CORDIAL RELATIONSHIP WITH THE FIRST WEB-GUY.

A RELATIONSHIP THAT--UNFORTUNATELY--ENDED RATHER *TRAGICALLY.*

MAYBE YOU CAN'T CONFIDE IN YOUR PARENTS, BUT THERE'S ALWAYS YOUR UNCLE PHIL.

I'M SO GLAD YOU WERE FREE FOR LUNCH.

SO AM I, KIDDO! YOU WANT YOUR USUAL--?

WHY MESS WITH SUCCESS?

ONE PLAIN. THE OTHER WITH EVERYTHING.

HEAVY ON THE ONIONS!

YOU RECENTLY LEARNED THAT PHIL URICH, YOUR DAD'S LAB ASSISTANT, IS ALSO A FORMER COSTUMED HERO--

--WHO ACTUALLY SEEMS TO MISS HIS GLORY DAYS.

I ASSUME THIS IMPROMPTU LUNCH HAS SOMETHING TO DO WITH THIS *SPIDER-GIRL* HOOPLA.

WHY? DID MY FATHER SAY SOMETHING?

YOUR DAD? *HA!*

HE GOES OUT OF HIS WAY TO AVOID ANY MENTION OF SUPER HEROES.

BEEN THAT WAY FOR YEARS!

ALL SUPER HEROES... OR JUST THOSE WITH "*SPIDER*" IN THEIR NAMES?

LOOK, I'VE KNOWN YOUR FATHER A LONG TIME.

HE'S TOLD ME CERTAIN THINGS THAT I'M NOT AT LIBERTY TO DISCUSS BEHIND HIS BACK.

THE SAME WOULD APPLY TO YOU... IF YOU EVER CARE TO CONFIDE IN ME.

I... I'LL KEEP THAT IN MIND.

DOES HE KNOW ABOUT THIS MEETING?

NAH! HE TOOK OFF BEFORE YOU PHONED.

AN OLD FRIEND GAVE HIM A SURPRISE CALL, AND INVITED HIM TO LUNCH...

JOHN STORM, THE LEADER OF THE *FANTASTIC FIVE!*

YOU'RE LOOKING WELL.

OF COURSE.

HOW'S THE HERO BIZ?

SAME AS USUAL...

ALTHOUGH THE MEDIA KEEPS TRYING TO STIR UP TROUBLE BETWEEN MY TEAM AND THOSE *NEW* AVENGERS.

Uhhh...YOU WANT TO BRING UP THE *ELEPHANT* IN THE CORNER, OR SHALL I?

YOU MEAN *SPIDER-GIRL*?

I WAS SURPRISED WHEN SHE FIRST SHOWED UP AT THE *FF MUSEUM*--COULDN'T FIGURE WHO SHE WAS OR WHERE SHE CAME FROM.

THEN I REMEMBERED YOU HAD A DAUGHTER ABOUT THE RIGHT AGE.

YOU MUST FEEL *PROUD*. I STILL REMEMBER THE LOOK ON *REED'S* FACE WHEN *FRANKLIN* OFFICIALLY JOINED OUR TEAM.

OF COURSE, THAT WAS BEFORE THE ACCIDENT THAT...

WELLLLL...! YOU KNOW!

FUNNY TO THINK YOU AND I WERE ABOUT THE SAME AGE WHEN WE FIRST STARTED OUT.

WHERE HAS ALL THE TIME GONE?

I HOPE LYJA AND I HANDLE IT AS WELL AS YOU AND MARY JANE SEEM TO BE DOING!

IN A FEW SHORT YEARS, MY SON WILL BE READY FOR HIS FIRST COSTUME...

YOUR DAD'S HAVING A SIT-DOWN WITH THE LEGENDARY LEADER OF THE **FANTASTIC FIVE?**

THERE WAS A TIME--NOT SO LONG AGO--WHEN YOU WOULD HAVE BEEN AWED BY SUCH A THOUGHT, FILLED WITH EXCITEMENT AND PRIDE.

PARANOIA IS ALL YOU FEEL NOW.

YO, GIRLFRIEND! DRAG YOUR SORRY SELF OVER HERE!

I'VE ALREADY EATEN, DAVIDA.

SO KEEP ME COMPANY WHILE I CHOW. WHAT'S WITH YOU TODAY, ANYWAY? YOU'RE JUST TOO *ALANIS MORRISETTE* FOR WORDS.

YOU RIDING THE MONTHLY BLAHS, OR IS *BRAD MILLER* ROCKING YOUR WORLD?

BRAD...

HE'S AN ENTIRELY DIFFERENT KIND OF PROBLEM.

BAD ENOUGH HE BARELY NOTICES YOU...

HE USUALLY TREATS YOU LIKE ONE OF THE GUYS WHEN HE DOES!

WITH A LITTLE EFFORT, YOU MIGHT BE ABLE TO FIX THAT AND--

CRASH!

OH, NO!

THEY'RE AT IT AGAIN!

OOPS! YOU REALLY SHOULD BE MORE CAREFUL, YAMA.

Y-YOU TRIPPED ME ON PURPOSE, MOOSE.

ME?! WHY WOULD I DO SUCH A THING?

DON'T PLAY INNOCENT WITH ME, YOU MISANTHROPIC MORON!

YOU REALLY SHOULD LEARN TO RELAX, YAMA.

STRESS KILLS!

WHAT'S THE PROBLEM HERE, GENTLEMEN?

I WISH I KNEW, SIR. YOUNG MISTER YAMA SEEMS RATHER AGITATED AND I'VE BEEN TRYING TO HELP HIM.

REALLY, MANSFIELD? I NEVER REALIZED YOU WERE SUCH A CARING INDIVIDUAL.

STAY AWAY FROM EACH OTHER FOR THE REST OF THE DAY, OR YOU'LL BOTH JOIN ME FOR DETENTION.

MISERABLE PUNKS!

THEY MAKE A MESS, AND I'M THE ONE WHO'S STUCK CLEANING UP AFTER--

OWW!

GREAT!

JUST GREAT!

OHMIGOSH! IT LOOKS LIKE MR. HACKMUTTER CUT HIMSELF--!

MISTER WHO--?

HACKMUTTER-- THE JANITOR!

Y-YOU KNOW THAT OLD COOT'S NAME?

DON'T YOU--?

GOOD FOR NOTHING SMART-MOUTHED WISE GUYS!

I COULD BLEED TO DEATH FOR ALL THEY CARE!

AND THE DOGGONED TEACHERS AIN'T MUCH BETTER!

THINGS WOULD BE REAL *DIFFERENT* IF I WERE IN CHARGE!

IF ONLY I HAD THE **POWER** TO--

UH-OH!

SOMETHING STRANGE--

S-SOMETHING'S HAPPENING TO ME!

--AND WONDERFUL!

YOU WORRY TOO MUCH, MY FRIEND. ALWAYS FRETTING 'N FUSSING OVER EVERYONE ELSE.

YOU NEED TO CHILL, GIRL.

YOU HAVE ANY OTHER PEARLS, O' GREAT ONE?

YEAH, I'D ALSO CUT DOWN ON THE ONIONS IF I WERE YOU.

EXCUSE ME? ARE YOU IMPLYING THAT MY BREATH--

Uh-oh!

YOU'RE ALREADY IN MOTION, REACTING INSTINCTIVELY TO THE DANGER AS IT APPEARS--!

KER-RASH!

DAVIDA, GET DOWN!

WHAA-- WHAT IS IT?!

OOOO! DID I SCARE YOU? GOOD! IT'S ABOUT TIME YOU KIDS NOTICED ME!

YOU MIGHT HAVE BEEN ABLE TO IGNORE *CARLTON T. HACKMUTTER*, BUT NO ONE CAN DISREGARD THE *DRAGON KING!*

RUN! I-IT'S SOME KIND OF MONSTER!

YOU THINK *I'M* A MONSTER?!

WHEN WAS THE LAST TIME *YOU* LOOKED IN A MIRROR?

YOU KIDS ARE LIKE *LOCUSTS!* ALL YOU DO IS EAT... ANNOY PEOPLE... AND LEAVE A BIG MESS!

YOU DON'T KNOW **WHERE** THIS CREATURE CAME FROM OR **WHAT** IT WANTS--

--AND YOU REALLY DON'T **CARE** AT THIS POINT!

YOUR FIRST PRIORITY IS TO ASSURE THE **SAFETY** OF YOUR FELLOW STUDENTS.

ONCE THEY'VE REACHED THE NEAREST EXIT, YOU TURN YOUR MIND TO MORE MUNDANE MATTERS--

--LIKE FINDING A LITTLE PRIVACY.

SINCE THE DRAGON-THINGEE IS BETWEEN YOU AND THE NEAREST LADIES ROOM, YOU'RE FORCED TO AD-LIB--!

YOU'RE HALFWAY IN YOUR COSTUME BEFORE YOU REMEMBER THIS WHOLE SPIDER-THING IS STILL UNDER DISCUSSION!

OOPS!

CHARLES DARWIN BELIEVED THAT EVEN WITH ALL HIS NOBLE QUALITIES, MAN STILL BORE THE INEVITABLE STAMP OF HIS LOWLY ORIGIN.

CAN ANYONE EXPLAIN WHAT HE MEANT?

ANYONE AT ALL?

LECTURE TODAY: **SURVIVAL** OF THE **FITTEST**

IT MEANS YOU HAVE A CLASS FULL OF MONKEYS!

ALTHOUGH I'M SURE CHIMPS ARE FRIENDLIER AND SMELL BETTER!

EXAMS

URE!

OF T

ITIES

CLEAR OUT! YOU PUNKS AREN'T FOOLING ANYONE!

YOU DON'T DO THE ASSIGNMENTS, AND DON'T CARE ABOUT LEARNING!

T-THAT THING'S GONNA KILL US ALL, BRAD!

YOU CAN'T THINK LIKE THAT, KENNY. I'LL GET YOU OUT OF HERE! I SWEAR! I WILL!

AND WHO'S GOING TO SAVE *YOU*, BUDDY BOY?

THAT WOULD BE *ME!*

SPIDER-GIRL!

GET *OUT* OF HERE, BRAD!

MOVE IT!

Uhhh...

sure...

whatever you say!

I RECOGNIZE YOU!

YOU'RE ONE OF THOSE NEW, SECOND GENERATION COSTUMED VIGILANTES I'VE READ ABOUT!

WHEN I WAS GROWING UP I DREAMED OF BEING JUST LIKE *CAPTAIN AMERICA, CONAN, JOHN CARTER* AND *JIM KIRK*--

--BUT I HAD TO SETTLE FOR READING ABOUT THEIR ADVENTURES OR FOLLOWING THEM ON TELEVISION!

HEY!

IF YOU ALWAYS WANTED TO BE A *HERO*--

--NO ONE'S STOPPING YOU NOW!

FORGET ABOUT IT! THOSE DREAMS DIED LONG AGO! AFTER A LIFETIME OF BEING *DISREGARDED* AND *DISRESPECTED*--

--IT'S TIME FOR A LITTLE *PAYBACK!*

SWAPP!

IF I CAN'T HAVE ADMIRATION, I'LL SETTLE FOR FEAR!

:ugmm:

MOOSE, LOOK! GODZILLA JUST FLATTENED SPIDER-GIRL!

WE'VE GOTTA HELP HER!

GODZILLA?

GODZILLA?!

COULD YOU BE ANY MORE OBVIOUS WITH YOUR INSULTS, PUNK?

KWAK K!

HIT THE FLOOR, YAMA!

THAT FREAK'S TRYING TO SPLATTER YOU!

MOOSE SAVED JIMMY?

MOOSE?!

THE DRAGON KING MUST HAVE HIT YOU HARDER THAN YOU THOUGHT!

THWIPP!

TIME TO RETURN THE FAVOR BY SHUTTING DOWN HIS DESTRUCTIVE EYE BEAMS.

OR NOT!

DID YOU REALLY THINK THIS CHEESY WEBBING COULD STOP ME, LITTLE GIRL?

SAY WHAT YOU WILL ABOUT *ME*, BUT THAT WEBBING WAS *STATE-OF-THE-ART* IN ITS DAY!

BWAK!

OH, GREAT! IS THIS WHERE WE'RE SUPPOSED TO EXCHANGE WITTY REMARKS?

ACTUALLY, I WAS HOPING WE COULD SKIP THAT PART, AND JUMP RIGHT TO WHERE YOU TELL ME YOUR ORIGIN--

--WHICH WILL, HOPEFULLY, GIVE ME A FEW SUBTLE CLUES ON HOW TO DEFEAT YOU!

DO YOU REALLY THINK I'M THAT *STUPID*?

YOU DON'T WANT TO KNOW!

HE'S FOLLOWING--

--JUST LIKE YOU PLANNED!

WHILE HE MAY BE STRONGER AND DEADLIER, YOU'RE FASTER AND MORE AGILE--

--AND YOU ARE HOPING THAT'LL GIVE YOU AN ADVANTAGE!

HEY! WHERE DO YOU THINK YOU'RE GOING?!

DOWN THE *DRAGON HOLE*!

SINCE YOU WON'T SHARE YOUR PAST, I'LL CHECK IT OUT ON MY OWN!

WELL! WELL!

CAN ANYONE SPELL "OBSESSIVE"?!

DRAGONS ALIVE

NICE COLLECTION!

I'D REALLY HATE TO TRASH IT!

YOU'LL LEAVE IT ALONE IF YOU KNOW WHAT'S GOOD FOR YOU!

NEED I POINT OUT YOU'RE TALKING TO A GIRL WEARING WEBS?!

W-WHAT DO YOU WANT?!

DRAGONFEST 2006

YOU MEAN ASIDE FROM WORLD PEACE AND A CALORIE-FREE BURGER?

I GUESS I'M CURIOUS WHAT'LL HAPPEN WHEN I START TOSSING THESE BEAUTIES IN THE AIR.

NO! NO!

YOU'RE ALSO REAL CURIOUS TO SEE IF YOUR PLAYMATE HAS NOTICED THE ELECTRICAL MAIN IN THE CORNER.

KZZ-AKK

GUESS NOT!

THE AUTHORITIES EVENTUALLY ARRIVE...

HE USED TO BE THE SCHOOL JANITOR?

YOU MEAN OLD MAN HACKMUTTER?

YOU KNEW HIM?

I GRADUATED FROM MIDTOWN EIGHT YEARS AGO!

--AND THINGS RETURN TO NORMAL!

Well!!!!...SORT OF!

Y-YOU SAVED MY LIFE, MOOSE!

FORGET IT, YAMA! IT DOESN'T CHANGE ANYTHING!

I STILL THINK YOU'RE A WORTHLESS GEEK!

T-THEN... *why?!*

I...I DUNNO.

DID YOU GUYS SEE HER?

YEAH, AND SHE EVEN KNEW MY NAME!

Y-YOU'RE KIDDING!

YOU THINK SHE'S A STUDENT HERE?

ANYTHING'S POSSIBLE!

ALL I KNOW FOR SURE IS THAT *SPIDER-GIRL* REALLY CAME THROUGH FOR US TODAY!

THERE'S NO TELLING HOW MANY *LIVES* SHE MIGHT HAVE SAVED!

MAY--!

WHERE HAVE YOU BEEN?

SCHOOL.

WHERE ELSE?

HOW DO YOU FEEL, HONEY? ARE YOU ALL RIGHT?

SURE! WHY WOULDN'T I--

uhhh

y-you heard?!

DARNED RIGHT WE HEARD!

IT WAS ALL OVER THE NEWS-- *SPIDER-GIRL* FIGHTING SOME KIND OF *DRAGON* CREATURE!

WHAT WERE YOU *THINKING*?!

HOW COULD YOU PUT YOURSELF AT *RISK* LIKE THIS?

YOU KNOW HOW YOUR MOTHER AND I *FEEL* ABOUT YOU PLAYING HERO!

WHOA! I DON'T MEAN TO BE DISRESPECTFUL, DAD, BUT THERE WAS A LOT MORE AT STAKE THAN YOUR FEELINGS!

I DON'T KNOW IF *HACKMUTTER* REALLY INTENDED TO HURT ANYONE, OR JUST WANTED TO GIVE US A BAD FRIGHT!

EITHER WAY, I WASN'T WILLING TO GAMBLE WITH THE LIVES OF MY FRIENDS!

I HAD A RESPONSIBILITY TO ACT...SO I *DID!*

I DON'T WANT ANYONE TO EVER *SUFFER* BECAUSE *SPIDER-GIRL* FAILED TO *HELP* WHEN SHE SHOULD HAVE!

WELL--?!

WHERE DO WE GO FROM HERE?

NEXT ISSUE:

AN OLD ENEMY FROM HER FATHER'S PAST RETURNS, AND SPIDER-GIRL SUDDENLY FINDS HERSELF EXPERIENCING...

A Touch of VENOM!

'NUFF SAID!

MARVEL COMICS

FEB
#5

THE DAUGHTER OF THE TRUE SPIDER-MAN!®

SPIDER-GIRL™

APPROVED BY THE COMICS CODE AUTHORITY

I'M BAAA-ACKKK!

O/W

A TOUCH OF VENOM®
(GUESS WHO BECOMES HIS NEW HOST!)

DEFALCO OLLIFFE BREEDING

PROLOGUE: A SHIELD MAXIMUM SECURITY FACILITY AT MOUNT ATHENA, NEW YORK...

SPWAK! SPWAK! SPWAK!

SPWAK! SPWAK! SPWAK!

STILL AT IT, *huh?*

NOT THAT I'M SURPRISED.

YOU'VE BEEN SMACKING THE SAME SPOT SINCE YOU GOT HERE. WHAT IS IT NOW? TEN YEARS? TWELVE?

STUPID ALIEN SYMBIOTE! GUESS THEY DIDN'T HAVE UNBREAKABLE PLEXISTEEL WHERE YOU COME FROM.

SPWAK! SPWAK! SPWAK!

STILL, I WISH YOU'D KNOCK IT OFF WHILE I'M ON DUTY.

BLASTED RACKET GIVES ME A HEADACHE.

BY THE WAY, YOU MIGHT BE INTERESTED IN TODAY'S HEADLINES...

BUGLE

R-GIRL?

WHO IS SHE?

LOOKS LIKE THERE'S A NEW *WALL-CRAWLER* IN TOWN!

ALTHOUGH, ASIDE FROM THE COSTUME, NOTHING REALLY TIES THIS GIRL TO YOUR OLD SPARRING PARTNER.

WELL, WELL, I LIKE THIS REACTION!

DON'T KNOW HOW LONG IT'LL LAST, BUT I'M THANKFUL FOR ANY PEACE AND--

--QUIET?!

Stan Lee PRESENTS THE STUNNING SPIDER-GIRL!

A TOUCH OF VENOM!

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU USED TO BELIEVE THAT YOU COULD SHARE ANYTHING WITH YOUR PARENTS.

POOF! THERE GOES ANOTHER FINE MYTH!

I DON'T CARE IF YOU ARE A TEENAGER, YOUR MOTHER AND I AREN'T GOING TO JUST SIT BACK AND ALLOW YOU TO PUT YOUR LIFE AT RISK!

YOU'RE THROUGH BEING SPIDER-GIRL!

B-BUT, DADDY, HOW COULD I EVER LIVE WITH MYSELF--

--IF SOMEONE IS HURT BECAUSE I FAILED TO ACT?!

THAT'S NOT YOUR PROBLEM!

YOU'RE ONLY A CHILD, AND THIS WORLD DOESN'T NEED ANOTHER COSTUMED HERO.

TOM DEFALCO WORDS • PAT OLLIFFE PENCILS • AL WILLIAMSON INKS • JANICE CHIANG LETTERS • CHRISTIE SCHEELE COLORS • BOB HARRAS CHIEF

C'MON, DAD! YOU'RE NOT BEING FAIR!

I'LL ADMIT THAT THIS HERO DEAL CAN BE A REAL RUSH AT TIMES, BUT TRY TO THINK OF ALL THE GOOD I CAN DO!

I INHERITED YOUR SPIDER-LIKE ABILITIES, AND WITH GREAT POWER--

DON'T EVEN GO DOWN THAT ROAD, YOUNG LADY. I'M NOT FALLING FOR THAT OLD CLICHE.

THIS CONVERSATION IS OVER!

FINE!

YOU WIN!

W-WHERE ARE YOU GOING, MAY?

OUT!

THAT'S *NOT* HOW YOU ANSWER YOUR MOTHER!

ALL RIGHT! *ALL RIGHT!* I'M OFF TO BASKETBALL PRACTICE...*UNLESS THAT'S ALSO FORBIDDEN!*

HAPPY NOW?!

SLAM!

ECSTATIC!

YOU THINK SHE HEARD US?

THEY HEARD YOU IN NEW JERSEY.

I DIDN'T WANT TO CONTRADICT YOU IN FRONT OF HER, PETER... BUT YOU DIDN'T EVEN GIVE HER A CHANCE TO EXPLAIN HER FEELINGS.

I... I THOUGHT YOU AGREED WITH ME, MARY JANE--!

I DO, BUT YOU SHOULD HAVE LISTENED TO HER!

FANNIE FARMER

MADJUR JA

THE MARTHA

FUN'N'GAMES, huh?

ONLY A FEW WEEKS AGO, YOU WERE AN AVERAGE ALL-AMERICAN TEENAGER.

(OKAY, MAYBE AVERAGE IS STRETCHING IT FOR A GIRL WHO'S A STRAIGHT-A STUDENT, AND A STARTER FOR THE MIDTOWN HIGH GIRLS' BASKETBALL TEAM.)

ANYWAY, THAT'S WHEN YOU FIRST LEARNED ABOUT YOUR DAD'S SECRET LIFE.

HE USED TO BE THE ORIGINAL SPIDER-MAN...

(UNTIL A BATTLE WITH A SUPER-VILLAIN RESULTED IN THE LOSS OF HIS RIGHT LEG.)

HAVING RECENTLY DISCOVERED THAT YOU ALSO HAD SPIDER-LIKE POWERS, YOU ATTEMPTED TO CONTINUE THE FAMILY TRADITION.

BUT YOUR PARENTS AREN'T PLEASED.

IN FACT, YOUR ONLY SUPPORTER IS YOUR UNCLE PHIL--

--WHO, SURPRISE, SURPRISE, WAS ONCE THE COSTUMED HERO KNOWN AS THE GREEN GOBLIN!

;Sheesh!- Is it any wonder you're so drawn to the spandex life?!

YOU'RE AT A CROSSROAD MISS PARKER...

DO YOU OBEY YOUR PARENTS, AND HANG UP YOUR WEBS LIKE A GOOD LITTLE GIRL?

OR--?!

I...I CAN'T BELIEVE YOU'D EVEN CONSIDER ALLOWING MAY TO CONTINUE THIS MADNESS.

YOU'RE MISSING THE POINT, PETER.

I *HATE* THE VERY IDEA OF IT!

JUST LIKE I HATED IT WHEN YOU WERE SPIDER-MAN!

BUT I CAN UNDERSTAND HER DESIRE TO USE HER POWERS TO HELP AND PROTECT THOSE WHO MIGHT NEED A FRIENDLY NEIGHBORHOOD SUPER HERO.

WE RAISED HER TO HAVE A GOOD SENSE OF RESPONSIBILITY--

--SO WE SHOULDN'T BE SURPRISED THAT SHE WANTS TO EXERCISE IT!

B-BUT, THE DANGER--!

YOU MIGHT BE ABLE TO LESSEN IT... BY GIVING HER THE BENEFIT OF YOUR EXPERIENCE.

I KNOW SHE'S ALMOST A GROWN WOMAN. BUT MAY DOESN'T UNDERSTAND THE TRUE COSTS OF PLAYING HERO.

I'M MISSING A LEG... BECAUSE I WAS OUT RISKING MY NECK... WHEN I SHOULD HAVE BEEN PROVIDING FOR MY FAMILY.

I HAVE A RESPONSIBILITY TO PROTECT HER FROM SUFFERING THE SAME FATE OR WORSE!

BUT *YOU'RE RIGHT!* I SHOULD BE ABLE TO COMMUNICATE WITH MY DAUGHTER WITHOUT RAISING MY VOICE.

AND I CAN ALSO PROMISE TO LISTEN-- AND I MEAN REALLY *LISTEN*--TO WHATEVER SHE HAS TO SAY!

THAT'S ALL I ASK!

IF IT'S OKAY WITH YOU, I'LL CATCH THE END OF HER PRACTICE, AND TAKE HER FOR A SODA OR SOMETHING.

SOUNDS LIKE A PLAN.

YOU TWO NEED SOME QUALITY TIME.

HE WALKS SLOWLY--

--LOST IN THOUGHTS OF HIS OWN ADVENTUROUS YOUTH.

HE TRIES TO REMEMBER CLOSE CALLS, RECKLESS CHANCES, AND DESPERATE SITUATIONS.

BUT HIS ONLY CLEAR RECOLLECTION IS THE COOL SNAP OF THE WIND AS HE SWUNG--UPSIDE-DOWN--ON SLENDER STRANDS OF WEBBING.

THOSE DAYS--SO ANGST-RIDDEN AT THE TIME, SO GLORIOUSLY CARE-FREE NOW--SEEMED LIKE THEY WOULD LAST FOREVER.

BUT HIS TIME AS A COSTUMED ADVENTURER ENDED ALL TOO SUDDENLY.

FOR NEARLY AN HOUR, YOU'VE WALKED THE STREETS, MARSHALLING YOUR ARGUMENTS FOR ANOTHER PARENTAL DEBATE.

YOU'RE DETERMINED TO WEAR YOUR FATHER DOWN.

AND YOU'LL NEVER GIVE UP UNTIL YOU DO!

EVEN AS YOUR MIND FRANTICALLY GROPES FOR EXPLANATIONS, YOU FIND YOURSELF INSTINCTIVELY LEAPING BACKWARD... AS YOUR **SPIDER-SENSE** WARNS YOU OF DANGER!

BUT THEN, A NAUSEATING HEAT BEGINS FLARING WITHIN YOUR STOMACH--

--AS YOU SPOT A MOST FAMILIAR OBJECT--

--LYING LIKE DISCARDED RUBBISH!

WHOA! TENTACLE-LIKE SPEARS ARE SUDDENLY SPIKING TOWARD ME!

B-BUT... WHY?!

THE BETTER TO *KILL* YOU WITH, MY DEAR!

W-*WHO* THE HECK ARE YOU?

A GOOD QUESTION! ONE WE'VE BEEN DEBATING EVER SINCE WE MERGED.

IN TIMES PAST-- WITH OUR FORMER AND MUCH-LAMENTED, TRUE HOST--WE WERE KNOWN AS *VENOM!*

BUT NOW, THANKS TO OUR NEW ADDITION, WE LIKE THE IRONY OF BEING CALLED *SPIDER-VENOM!*

N-NO--!

I-IT CAN'T BE!

WHY SO SURPRISED, YOUNG MAY?

WE THOUGHT YOU'D BE PLEASED!

I...I DON'T BELIEVE YOU!

Y-YOU'RE *LYING!*

YOU MUST BE LYING!

H-HOW DO YOU KNOW MY NAME?

DO WE REALLY HAVE TO STATE THE *OBVIOUS?*

VERY IMPRESSIVE! YOU'RE AS FAST AND AS AGILE AS WE THOUGHT, BUT YOU STILL WON'T SEE TOMORROW!

THAT'S ONLY YOUR OPINION, TENSILE TONGUE--

--AND NOT A WELL-INFORMED ONE AT THAT!

ON THE CONTRARY, YOUNG SPIDER--

--DADDY KNOWS BEST!

SRWAK!

BEAUTIFUL!

THE EXPRESSION ON YOUR FACE WAS ALMOST WORTH ALL THE YEARS WE SPENT IN PRISON.

PERHAPS WE SHOULD DELAY KILLING YOU!

:GUMMMK!:

TORTURING YOU COULD BE FAR MORE *GRATIFYING!*

IT WILL ALSO PROVIDE OUR CURRENT HOST WITH SOME WONDERFUL *MEMORIES*--

--IF HE SHOULD SOMEHOW MANAGE TO FREE HIMSELF!

YESSSSSS! WE REALLY LIKE THIS NEW PLAN!

GIVE OUR WARMEST REGARDS TO YOUR *MOTHER*, DEAR CHILD.

TELL HER THAT SHE, TOO, CAN EVENTUALLY EXPECT A VISIT.

AS YOUR HEART TRIES TO PUNCH AN ESCAPE ROUTE THROUGH YOUR CHEST, YOU FRANTICALLY RACE HOME.

MOM! MOM! THANK GOD YOU'RE ALL RIGHT!

I NEED YOU TO TELL ME EVERYTHING YOU KNOW ABOUT A CREATURE CALLED *VENOM!*

WHAAA--?!

W-WHAT'S HAPPENED, HOTSHOT?

WHERE'S YOUR FATHER?!

PLEASE DON'T TELL ME THAT HORRIBLE CREATURE IS--

WE HAVE NO TIME FOR THE HYSTERICAL THING, MOM!

I NEED MAJOR *BACK STORY*-- AND *FAST!*

LONG BEFORE YOU WERE BORN, YOUR DAD FOUND WHAT HE THOUGHT WAS AN AMAZING *NEW COSTUME.*

HE LATER DISCOVERED THAT IT WAS A *LIVING CREATURE.*

AN *ALIEN SYMBIOTE!*

AFTER BEING REJECTED BY PETER, IT EVENTUALLY BONDED WITH A VERY DISTURBED INDIVIDUAL NAMED *EDDIE BROCK.*

FOR REASONS THAT DON'T REALLY MATTER NOW, *VENOM* HATED YOUR FATHER AND KEPT TRYING TO KILL *SPIDER-MAN!*

IT POSSESSES ALL OF PETER'S SPIDER-LIKE POWERS ALONG WITH THE SYMBIOTE'S UNCANNY ABILITY TO MORPH ITS SHAPE AND APPEARANCE--

IF VENOM'S REALLY BACK WE SHOULD ALERT THE *FANTASTIC FIVE* AND--

FINE! THAT'S *YOUR* JOB!

--BUT IT IS VULNERABLE TO HIGH-FREQUENCY SOUNDS.

ME...

I'M TAKING A DIFFERENT PATH.

ARE YOU *INSANE*, YOUNG LADY?

YOU KNOW HOW YOUR FATHER FEELS ABOUT THAT RIDICULOUS GET-UP!

TRUST ME! IT'S A LOT MORE STYLISH THAN THE OUTFIT THAT'S NOW WEARING HIM!

Y-YOU *MEAN--?!*

Oh, god!

DON'T YOU WORRY, MOM!

I'LL FIND A WAY TO SAVE HIM.

I SWEAR I WILL!

YOU?!

WHAT MAKES YOU THINK I'LL ALLOW YOU TO TRY?

JUST ONE THING...

I COULD BE DAD'S ONLY HOPE!

EVEN AS YOU WEB-SWING ACROSS TOWN, YOU THINK ABOUT VENOM'S ONLY WEAKNESS--

POLICE MIDTOWN SOUTH

--AND IMMEDIATELY REALIZE THAT YOU NEED THE SERVICES OF A CERTAIN SOMEONE!

UNCLE PHIL--?

BE WITH YOU IN A--!

OH!

Y-YOU'RE NOT!

YOU MUST LEAD A VERY INTERESTING LIFE IF YOU HAVE OTHER VISITORS WHO ENTER VIA THE WINDOW...BUT WE DON'T HAVE TIME TO GET INTO THAT NOW.

WHAT CAN I DO FOR YOU... *uhhh...* SPIDER-GIRL?

LET'S DISPENSE WITH THE VERBAL GAMES, UNCLE PHIL.

YOU KNOW EXACTLY ***WHO*** I AM... AND I NEED YOUR HELP!

VENOM HAS ESCAPED AND HE'S GOT MY DAD!

WHEN YOU WERE THE ***GREEN GOBLIN*** YOU HAD SOME KIND OF ***SONIC SUPER-POWER.***

YEAH, I USED TO CALL IT MY *LUNATIC LAUGH.*

LUNATIC LAUGH?!?

YOU'RE KIDDING, RIGHT?

HEY! IT SOUNDED BETTER WHEN I WAS YOUNGER.

YOU WANT MY HELP? SAVE THE CRITICISM UNTIL AFTER YOU'VE FILLED ME IN.

DEAL!

BUT WE'D BETTER TALK ON THE FLY...

"I'VE A HUNCH *VENOM* IS MAKING UP FOR LOST TIME!"

YOU'LL PAY FOR YOUR BLATANT DISREGARD OF THE *LAW!*

W-WHAT ARE YOU TALKING ABOUT?

ALL I DID WAS DROP A CANDY WRAPPER.

LITTERING MAY BE A PETTY CRIME TO SOME, BUT NOT TO *SPIDER-VENOM!*

AND THAT'S WHY *"OBSESSIVE COMPULSIVE"* IS HIGHLIGHTED IN YOUR BIO!

W-WHERE'D *YOU* COME FROM?

AND WHY IS EVERYONE SUDDENLY WEARING WEBS?!

IT'S THE LATEST FASHION, *DON'CHA KNOW?*

DISOBEDIENT CHILD!

NOW, *SCOOT--!*

THERE'RE SAFER PLACES!

WE KNEW YOU COULDN'T BE TRUSTED!

YOU PAUSE, WONDERING IF THIS BITTERNESS COMES FROM VENOM... OR YOUR FATHER?

YOU ARE STUBBORN AND DEFIANT... *AND MUST BE PUNISHED!*

DAD! CAN YOU HEAR ME, DAD?

I'M HERE FOR YOU!

FOR *YOU!*

DON'T FALL FOR HIS *MIND GAMES,* SPIDER-GIRL!

HE'S ONLY TRYING TO DISTRACT YOU.

ON SOME LEVEL, YOU'D LIKE TO BELIEVE YOUR UNCLE PHIL--

--BUT YOU CAN'T!

COME TO POPPA, LITTLE SPIDER!

YOU'VE BEEN A NAUGHTY GIRL!

IF SAVING LIVES IS YOUR IDEA OF UNRULY--

--I'M GOING TO BE A REAL *DISAPPOINTMENT* TO YOU!

SK

WAKK!

SMUG

INSUBORDINATE

SELFISH CHILD!

WE ONLY WANTED THE *BEST* FOR YOU!

IT WAS OUR DESIRE TO *NURTURE* AND *PROTECT* YOU--

--FROM *MONSTERS LIKE US!*

QWA-JAM!

NICE IN THEORY!

BAD IN PRACTICE!

YOU SHOULD HAVE LISTENED TO DADDY.

YOU DON'T HAVE THE RIGHT STUFF TO BE A HERO!

YOU AREN'T WORTHY OF OUR WEBS!

YOU STRUGGLE TO STAY FOCUSED ON THE FIGHT, BUT HIS WORDS RIP THROUGH YOU LIKE BARBED SPIKES!

BUT THEN, AN INSISTENT SOUND SUDDENLY RIVETS YOUR ATTENTION--!

A MOCKING LAUGH THAT GROWS LOUDER--AND MORE INTENSE--WITH EACH PASSING MOMENT!

UNTIL...

YAAARGG!

TH-THAT NOISE IS REALLY BEGINNING TO ANNOY US.

N-NOT ONLY DOES IT CAUSE US PROFOUND PAIN--

"--BUT WE HATE BEING LAUGHED AT!"

U-UNCLE PHIL--!

NOOO!

Y-YOU KILLED HIM!

MURDERED HIM WITHOUT A SECOND THOUGHT!

AT LAST! SHE BEGINS TO UNDERSTAND--!

BEHOLD THE LOSS OF INNOCENCE!

WE TRULY WISH WE COULD HAVE SPARED YOU THIS MOMENT--

--BECAUSE WE VALUE *INNOCENCE* ABOVE ALL ELSE!

LIAR! YOU BUTCHERED MY UNCLE AND WOULD HAVE EXECUTED THAT OTHER MAN OVER A STUPID CANDY WRAPPER.

YOU ARE *PSYCHO CITY!*

NO! *NO!* OUR METHODS MAY SEEM HARSH, BUT THAT IS ONLY BECAUSE OF *SPIDER-MAN* AND-- ;*ARRGH*!-

Y-YOU HAVE THE NERVE TO BLAME MY FATHER?!

WE WERE ALSO INNOCENT--

--UNTIL HE *RUINED* OUR LIVES, AND ALLOWED US TO BE SEPARATED FROM OUR BELOVED *EDDIE!*

WE WERE FORCED TO SUFFER-- ALONE AND IN PRISON -- AFTER BROCK'S DEATH.

BUT WE WILL HAVE *REVENGE!*

BY HIS OWN HAND, SPIDER-MAN WILL NOW LOSE HIS PRECIOUS *DAUGHTER!*

KISS

MY

WEB-COVERED

FIST!

KRA-CHUNGG!

YOU MAY NOT BE AS INNOCENT OR AS HELPLESS AS WE WERE LED TO BELIEVE.

BUT WE WILL STILL PEEL THE SKIN FROM YOUR SKULL, AND DEVOUR YOUR--

YARRGHHH!

IT STRIKES WITHOUT WARNING!

A SOUND AS DEADLY AS IT IS JOYOUS--

--AS UNEXPECTED AS IT IS WELCOMED!

PHIL URICH--A ONCE AND FORMER GREEN GOBLIN LAUGHS AGAIN!

W-WE WERE CARELESS, AND--

:UGNNN:-

WE...

I...

I-IT IS STARTING TO DISCORPORATE!

D-DON'T STOP, PHIL!

For god's sake!

DESTROY THIS MONSTER ONCE AND FOR ALL!

TH-THE AGONY IS TEARING US AAAAPARTTT!

Y-YOU ALL RIGHT, DAD?

I...I'VE HAD BETTER NIGHTS.

I CAN RELATE.

WE SHOULD TALK...AFTER I CHECK ON UNCLE PHIL.

NO NEED! YOU PARKERS AREN'T THE ONLY ONES WHO KNOW HOW TO DUCK AND ROLL!

HEY! ISN'T ANYONE GOING TO COMMENT ON MY BIG SAVE?

YOU RETRIEVE YOUR FATHER'S ARTIFICIAL APPENDAGE, AND SOMETIME LATER...

PHIL URICH SAVED YOU? SWEET AND SOFT-SPOKEN *PHIL*?

HIS POOR WIFE WILL HAVE A FIT IF SHE EVER HEARS THIS STORY.

I KNOW *I'M* NOT GOING TO TELL AUNT MEREDITH.

NONE OF US WILL, DEAR!

SOME THINGS ARE BETTER LEFT UNSAID.

Uhhh... YEAH, I HATE TO SPOIL THIS MUSHY MOMENT... BUT OTHER SUBJECTS DO NEED TO BE DISCUSSED.

LIKE MY *SPIDER-DEAL!*

I TRUST THAT AFTER TONIGHT YOU'RE READY TO RECONSIDER.

ON THE CONTRARY... *I'M EVEN MORE AGAINST IT!*

MONSTERS LIKE *VENOM* ARE PRECISELY THE REASON WHY I CAN'T ALLOW YOU TO CONTINUE AS *SPIDER-GIRL.*

YOU MIGHT HAVE BEEN KILLED IF IT HADN'T BEEN FOR PHIL.

B-BUT, DAD--

--I THOUGHT I DID OKAY.

THAT'S NOT GOOD ENOUGH... WHEN SECOND PLACE WINS YOU A COFFIN.

I'LL HAVE A LONG TALK WITH PHIL.

HE NEVER SHOULD HAVE ENCOURAGED YOU.

BY THE WAY...

YOU THROW A MEAN PUNCH!

Uhhh, PHIL...
ABOUT THE OTHER NIGHT...
FORGET IT, PAL. YOU DON'T HAVE TO SAY ANYTHING. WE'RE COOL.
Ummmm... SURE!
BUT YOU CAN JUST IMAGINE HOW... errr... MARY JANE... FEELS ABOUT MAY DOING THE WEB THING.
BAD ENOUGH SHE HAD TO LIVE THROUGH IT WITH ME.
MUST PUT YOU IN A REAL AWKWARD POSITION.
YEAH...
WHAT MORE CAN I SAY?
DON'T WORRY! I CAN ALREADY SEE WHERE YOU'RE HEADED.
AND YOU CAN COUNT ON ME!
THANKS FOR MAKING THIS SO EASY.
HEY! WHAT ARE FRIENDS FOR?

AND SO...

PHIL AND I SPOKE, AND WE'RE IN COMPLETE AGREEMENT.

MAY IS THROUGH BEING SPIDER-GIRL.

I CAN'T TELL YOU HIS EXACT WORDS, BUT HIS INTENTIONS WERE CLEAR.

HE ACTUALLY GAVE YOU HIS BLESSING TO TRAIN ME?

BUT YOU HAVE TO KEEP A LOW PROFILE... SO THAT YOUR MOTHER DOESN'T REALIZE YOU'RE OUT PLAYING HERO.

EPILOGUE: BACK AT MOUNT ATHENA...

I DON'T GET IT. THE TECH BOYS WHIPPED UP A NEW AND IMPROVED PLEXISTEEL CAGE--AND FOR *WHAT*?!

ACCORDING TO THIS REPORT, THE SYMBIOTE'S PRACTICALLY DEAD.

BETTER SAFE THAN SORRY, I GUESS.

"STILL, IT DOES SEEM TO BE A TERRIBLE WASTE OF MONEY AND MANPOWER TO GUARD--

"--A *HELPLESS* PUDDLE OF GOO!"

NEXT ISSUE:

AS SPIDER-GIRL GOES UNDERGROUND, AN ALL-NEW COSTUMED HEROINE STARTS MAKING HEADLINES! BUT IS SHE REALLY ALL SHE CLAIMS TO BE? FIND OUT IN...

LOOK OUT FOR

LADY HAWK!

MARVEL COMICS Z

MAR #6

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL

APPROVED BY THE COMICS CODE AUTHORITY

LOOK OUT FOR...

LADYHAWK™

AS LETHAL AS SHE IS LOVELY!

O/AW SCHEELE SMITH

DEFALCO OLLIFFE WILLIAMSON

Stan Lee PRESENTS THE STUNNING SPIDER-GIRL!

LOOK OUT FOR LaDYhaWK!

THE SO-CALLED STATE-OF-THE-ART **SECURITY SYSTEM** IS BREACHED WITHIN AN HOUR. THE IMPREGNABLE **SAFE** TAKES LESS THAN TWENTY MINUTES. ALL IN ALL, IT'S A TEXTBOOK **BURGLARY** UNTIL --

JEWELS

NEW YORK'S FIN

RRRRR-

QWAM!

LOOK OUT! SOME CRAZY BABE IS ABOUT TO --

D-DO SOMETHING, JAKE! SHE'LL WRECK EVERYTHING!

I HATE TO BREAK IT TO YOU, EINSTEIN, BUT IF THE BEST YOU LOSERS CAN MANAGE IS *FRIGHT MASKS* AND *JEWELRY HEISTS* --

--THERE AIN'T ALL THAT MUCH TO *RUIN!*

TOM DeFALCO WRITER • PAT OLLIFFE PENCILER • AL WILLIAMSON INKER • JANICE CHIANG LETTERER • CHRISTIE SCHEELE COLORIST • BOB HARRAS CHIEF

DON'T LET HER FANCY COSTUME THROW YOU, GUYS!

THERE ARE *THREE* OF US AND ONLY *ONE* OF HER!

I LIKE A MAN WITH *CONFIDENCE.*

BUT I CAN SAFELY ASSUME THAT ANYONE WITH THE BAD TASTE TO MIX *UNIVERSAL FILMS* WITH *ARMANI* HAS LITTLE PRACTICAL EXPERIENCE WITH A REAL *WOMAN.*

ESPECIALLY ONE WHO'S A *MASTER* OF HAND-TO-HAND COMBAT!

:ARRK:

WHOMP

W-WHAT ARE YOU WAITING FOR, ACE?

SHOOT HER!

EEEEEEE

I'M AFRAID YOUR ASSOCIATE IS ILL PREPARED TO DEAL WITH EITHER MY *SONIC SCREECH--*

--OR THE OBVIOUS ISSUES RAISED BY HIS CHOICE OF SUCH A LARGE CALIBER GUN.

:GNN:

YOU THREE STOOGES DEFINE THE TERM *SOCIALLY CHALLENGED!*

AS FAR AS *MASTER CRIMINALS* GO, YOU BARELY QUALIFY FOR *CANNON FODDER.*

I'D NORMALLY URGE YOU TO FORGO *CRIME* AND TAKE UP *DATING*--

--BUT THAT'S A PRETTY GRUESOME OPTION WHERE YOU'RE HEADED!

HOLD UP, LADY! YOU CAN'T JUST LEAVE THE SCENE OF A CRIME.

I'VE ALREADY DONE MY BIT, OFFICER.

ARRESTING THESE CREEPS AND SENDING THEM TO PRISON IS YOUR JOB!

WELL! WELL! IT'S MY OLD FRIEND, JOKING *JAKE BLANCHET!*

HEY, SARGE! LOOK WHAT I FOUND TAPED TO HIS BACK!

WHAT IS IT, CERRILLI?

THE LADY'S CALLING CARD.

Love and Kisses— Ladyhawk

YOUR NAME IS MAY "MAYDAY" PARKER--

--AND YOU RECENTLY LEARNED YOUR FATHER WAS THE ORIGINAL SPIDER-MAN.

THAT'S THE GOOD NEWS!

THE BETTER NEWS IS THAT YOU'RE HAVING THE TIME OF YOUR LIFE AS YOU HONE THE AMAZING SPIDER-LIKE ABILITIES YOU INHERITED FROM HIM.

TALK ABOUT THE HEIGHT OF COOL!

WITH MY SPIDER-SENSE TO DIRECT ME, I'VE MANAGED TO DODGE MOST OF THESE PING-PONG BALLS WITHOUT EVEN SEEING THEM!

DON'T GET COCKY, YOUNG LADY! IF THESE WERE BULLETS, IT WOULD ONLY TAKE ONE TO KILL YOU.

NO ARGUMENT, UNCLE PHIL!

BUT IF I WERE FACING A REAL GUNMAN--

--I WOULDN'T CONFINE MYSELF TO DODGING!

SWIPPP!

SCORE!

SUPER POD

Uhhh...

NOT BAD!

GIVE ME MY PROPS, UNCLE PHIL!

THAT MOVE WAS *ABSOLUTELY FAB!*

ALL RIGHT! IT WAS PRETTY IMPRESSIVE.

NOW GRAB THE OTHER BROOM. I PROMISED THE OWNERS WE'D LEAVE THIS PLACE AS CLEAN AS WE FOUND IT.

DO YOU REALLY THINK I'M IMPROVING?

NO QUESTION ABOUT IT!

AT THE RATE YOU'RE GOING, YOU'LL BE *SPIDER-READY* BY THE TIME YOU'RE EIGHTEEN.

E-EIGHTEEN--?!

B-BUT THAT'S *YEARS* AWAY!

D-DO I REALLY HAVE TO WAIT THAT LONG BEFORE I CAN BECOME *SPIDER-GIRL?!*

YOU DON'T HAVE MUCH CHOICE.

AS YOU ALREADY KNOW, YOUR PARENTS AREN'T REAL CRAZY ABOUT YOU FOLLOWING IN YOUR DAD'S FOOTSTEPS.

PETE ONLY AGREED TO LET ME TRAIN YOU--

--IF WE KEEP IT SECRET FROM *MARY JANE.*

YOU KNOW THAT PHIL AND YOUR DAD HAD A CONVERSATION--

--BUT, BASED ON THE EVENTS OF THIS VERY MORNING, YOU'RE STARTING TO SUSPECT THAT THERE'S BEEN A *MISUNDERSTANDING.*

CAN YOU BELIEVE THIS *LADYHAWK* NONSENSE?

S-SHE LOOKS LIKE SHE'S STILL A TEEN!

HERO FOR NEW ERA? LADYHAWK

APPEARANCES CAN OFTEN BE DECEIVING, PETER.

MAYBE SO, MARY JANE...BUT I QUESTION THE SANITY OF PARENTS WHO'D ALLOW A... A *CHILD*...LIKE THIS TO FIGHT CRIME.

NOT ONLY IS IT *IRRESPONSIBLE*, BUT...

MORNING, MAY. I... *errr*...DIDN'T SEE YOU STANDING THERE.

SOMETHING BUGGING YOU, DAD?

NOTHING I'D CARE TO DISCUSS WITH YOU.

WHEW! - TURN UP THE HEAT!

THERE'S A *CHILL* IN THE AIR.

IS IT MY IMAGINATION OR IS DAD GOING ALL *JONAH JAMESON* ON US?!

OOOOO! YOU ARE SOOOOO LUCKY HE MISSED THAT REMARK!

YEAH...

A MAJOR MISUNDER-STANDING!

LIKE YOUR FATHER WOULD EVER GIVE UNCLE PHIL HIS BLESSING!

BUT THEIR MISCOMMUNICATION IS ALREADY WORKING TO YOUR ADVANTAGE.

HOW'D YOU SCORE THIS WAREHOUSE?

IT BELONGS TO ONE OF MY WIFE'S CLIENTS.

D-DOES AUNT MEREDITH KNOW ABOUT ME?!

NO...I'M GOOD AT SECRETS.

I FIGURE WE COULD MEET HERE A COUPLE TIMES A WEEK, AND TRAIN DURING OUR LUNCH HOURS.

OF COURSE, YOU'LL EVENTUALLY WANT YOUR OWN HEADQUARTERS, FULLY OUTFITTED WITH A STATE OF THE ART CRIME LAB.

WE CAN CALL IT *THE WEB SITE!*

WEB SITE, *HUH?*

SOUNDS... *uhhh...* GREAT!

RESTROOMS

I'LL CATCH YOU LATER, UNCLE PHIL. I'VE GOT AN AFTERNOON CLASS.

THE WEB SITE?!?

WHATEVER HE LACKS IN COOL, UNCLE PHIL MAKES UP FOR WITH RAW ENTHUSIASM.

BUT, FOR ALL HIS SUPPORT, HE STILL SIDES WITH YOUR PARENTS AND DOESN'T THINK YOU'RE QUITE READY TO WEAR YOUR WEBS.

URSDAY DEC. 12TH

MAYBE YOU SHOULD JUST FORGET ABOUT BEING SPIDER-GIRL.

AS IF--!

YO, MAYDAY! WAIT UNTIL YOU HEAR THIS BATCH OF BALONEY--!

I'M TELLING YOU, YAMA-- YOU'RE CRAZY!

I'M JUST SAYING IT'S POSSIBLE.

WHAT'S GOING ON, GUYS?

HAVEN'T YOU HEARD, PARKER?

GOOD OL' SHERLOCK HOLMES THINKS HE'S DOPED OUT SPIDER-GIRL'S SECRET IDENTITY!

SAY WHAT?!?

MOOSE IS EXAGGERATING LIKE USUAL.

PEOPLE THINK SHE MIGHT BE A STUDENT HERE AT MIDTOWN HIGH, AND I MERELY SAID THAT EVERY GIRL IS A SUSPECT.

ESPECIALLY SOMEONE LIKE COURTNEY!

C-COURTNEY DURAN--?!

WHY NOT COURTNEY? SHE'S PERFECT!

THE MEEK AND MILD-MANNERED STUDENT WHO BECOMES THE DARING COSTUMED HERO!

YOU READ TOO MANY COMIC BOOKS.

SPIDER-GIRL'S GOTTA BE AN ATHLETE LIKE MAY AND DAVIDA.

LET'S GO, GIRLFRIEND. I WANT TO HIT CLASS BEFORE THE BRAIN TRUST EXPOSES ME AS *LADYHAWK*.

OKAY, BUT WE HAVE TO STOPAT MY SPIDER-CAVE.

I THINK I LEFT MY MATH BOOK BESIDE THE GIANT PENNY.

HEY, EVERYBODY!

WHAT'S NEW?

HI, COURTNEY...

W-WHAT'S WITH YOU GUYS?

WHY ARE YOU ALL GIVING ME THE HAIRY EYEBALL?

DID I SPILL SOMETHING DURING LUNCH?

ALL THIS TALK OF SECRET IDENTITIES HAS GIVEN YOU A WILD IDEA.

YOU SHOULD COME UP WITH A NEW ONE.

ONE THAT YOUR PARENTS AND PHIL WON'T TIE TO YOU.

*YOU'D LOVE TO DISCUSS THIS OPTION WITH A FRIEND, BUT YOU DON'T KNOW ANYONE WHO COULD-- **HEY!***

HE'D UNDERSTAND.

OF COURSE HE WOULD!

HIS NAME IS **FRANKLIN RICHARDS.** THOUGH THE POPULAR PRESS USUALLY REFERS TO HIM AS **PSILORD,** THE YOUNGEST MEMBER OF THE **FANTASTIC FIVE.**

YOU RECENTLY RAN ACROSS EACH OTHER AT THE **F5 MUSEUM--**

--BUT YOUR ATTIRE WAS FAR MORE **DISTINCTIVE** AT THE TIME!

OKAY! **OKAY!** I'M CONVINCED YOU'RE **SPIDER-GIRL.**

WHAT'S THE NEW LOOK?

THIS BLACK-GARBED VIGILANTE THING IS SOOOOO FIVE MINUTES AGO.

THAT'S KIND'A WHY I CALLED.

THE WHOLE SPIDER-DEAL IS ALSO PLAYED OUT.

I'M THINKING ABOUT TRYING A NEW IDENTITY--

--AND WAS HOPING FOR A LITTLE ADVICE.

TOUGH ONE!

I GREW UP KNOWING I'D EVENTUALLY JOIN THE FAMILY BUSINESS AND BECOME A MEMBER OF THE **FANTASTIC**... *uhhh*... WHATEVER NUMBER WE'D REACHED BY THEN.

SINCE OUR REAL NAMES ARE PUBLICLY KNOWN--

--I'VE NEVER FACED ANY OF THE USUAL DUAL IDENTITY HASSLES!

TRUST ME--*THEY'RE NO FUN!*

I WANT TO USE MY SPECIAL POWERS IN A RESPONSIBLE WAY, BUT I'M STARTING TO DOUBT I'LL EVER MAKE THE GRADE AS A TRADITIONAL COSTUMED HERO.

WHO ESTABLISHED THE RULES FOR THIS GENRE, *ANYWAY?*

WHERE IS IT WRITTEN THAT I HAVE TO LOCK INTO A SPECIFIC NAME AND A FLASHY OUTFIT?!

DON'T ASK ME.

THE *FF* WAS NEVER ANYONE'S IDEA OF A CONVENTIONAL SUPER-TEAM.

BESIDES, OUR NAMES AND APPEARANCES AREN'T WHAT'S IMPORTANT!

WE SHOULD ONLY BE JUDGED BY OUR DEEDS.

DO YOU REALLY BELIEVE THAT?

SURE! ALTHOUGH A DISTINCTIVE COSTUME DOES UP THE RECOGNITION FACTOR.

AND THERE ARE CERTAIN ADVANTAGES TO BEING FAMOUS!

LIKE--?!

YOU WOULDN'T HAVE CALLED IF I WASN'T.

I HATE TO CUT THIS SHORT, BUT I HAVE A TEAM MEETING.

SHIELD IS ALL BENT OVER THE WAY THE NEW AVENGERS HANDLED A RECENT MISSION TO LATVERIA.

HEY! THANKS FOR THE EAR.

MY PLEASURE!

SINCE I CAN'T GET IN TOUCH WITH YOU, I HOPE YOU'LL KEEP MY NUMBER HANDY.

WE SHOULD DO THIS AGAIN... *REAL SOON!*

IT WAS FUN!

F-FUN--?!

*HE THINKS HANGING WITH YOU IS **FUN**?!*

HOO-HAAA!

YOU SPEND THE NEXT SEVERAL MINUTES REVELING IN THE MENTAL REPLAY OF HIS FINAL WORDS.

BUT THEN, EVEN AS YOU COMPLETE A SPECTACULAR TRIPLE SOMERSAULT, YOU SUDDENLY SENSE DANGER--!

FREEZE!

I HAVE NO IDEA WHY YOU'RE DOING YOUR BUGS BUNNY DANCE ACROSS THE ROOFTOPS, LADY--

--BUT YOUR FASHION STATEMENT HAS A DEFINITE CAT BURGLAR MOTIF!

C-CAT BURGLAR--?

ME?!?

WAIT!

I...I'M SPIDER-GIRL!

PARDON MY SKEPTICISM, BUT--

RIIIIGHT!

HEY--I'M SERIOUS!

MY USUAL WEB-COVERED COSTUME IS... *err*...AT THE *DRY CLEANERS.*

YOU NEED A MAJOR MAKEOVER, HONEY--

--IF THIS FASHION DISASTER IS YOUR BEST FILL-IN WARE!

C'MON. YOU CAN SEE I'M NOT TRYING TO HURT YOU.

AS IF YOU *COULD*--!

I HOPE YOU ENJOY THE HINT OF VANILLA IN MY GAS GRENADES.

I KNOW IT'S AN AFFECTATION, BUT IT HELPS DISTINGUISH ME FROM ALL THE OTHER COSTUMED CRIME FIGHTERS.

I'M ALSO PARTICULARLY PROUD OF THE CONSTRICTING PROPERTIES OF MY METALLIC *LADYHAWK HOOPS*--!

YOU MAY HAVE SOME PRETTY TERRIFIC *TOYS*--

--BUT I'M A LIVING *ACTION FIGURE!*

I POSSESS THE PROPORTIONATE *STRENGTH, SPEED* AND *AGILITY* OF A *SPIDER.*

AND I ALSO THROW A PRETTY MEAN *SNOWBALL!*

ALTHOUGH A PAIR OF *WEB-SHOOTERS* WOULD COME IN REAL HANDY ABOUT NOW!

WATCH IT, GIRLY-GIRL! THESE *HAWK CLAWS* DON'T COME CHEAP.

NEITHER DOES A PRIVATE TUTORIAL IN THE SO-CALLED *"MANLY ART" OF SELF-DEFENSE--*

--BUT I'LL GLADLY PROVIDE YOU WITH A QUICK LESSON FOR *FREE!*

UFFT

KWAK!

SEEMS I UNDERESTIMATED YOU, HONEY. YOU'RE A LOT TOUGHER THAN THE AVERAGE PROWLER, AND I MAY NOT BE AS PRIMED FOR COMBAT AS I THOUGHT!

LUCKILY, I STILL HAVE A SURPRISE MOVE THAT'S PRACTICALLY GUARANTEED TO BRING YOU DOWN.

Today!

I JUST HOPE YOU HAVEN'T LEFT ANY NASTY BRUISES--!

BRUISES--? SHE'S WORRIED ABOUT BRUISES?!

SHE HARDLY FITS THE IMAGE OF THE HARD-AS-NAILS, TAKE-NO-PRISONERS CRIMEBUSTER THE MEDIA'S BEEN HYPING.

'COURSE YOU SHOULD KNOW BETTER THAN TO ACCEPT ANY NEWS REPORT AT FACE VALUE.

(YOUR NAME IS PARKER, ISN'T IT?)

HEY! THIS AREA IS REAL FAMILIAR--!

T-THAT WAREHOUSE--!

I-IT'S THE ONE YOU'VE BEEN USING WITH UNCLE PHIL!

IS THIS LADYHAWK'S SURPRISE MOVE?

HAS SHE SOMEHOW DISCOVERED YOUR REAL IDENTITY?

HAS SHE BEEN SECRETLY FOLLOWING YOU--

--AND MONITORING YOUR PROGRESS?

WHY DID SHE DELIBERATELY LEAD YOU HERE?

WHY?!

WHY?!

GREAT! I FIGURED THIS LOCATION WOULD EVENTUALLY BE DISCOVERED--

--BUT I NEVER SUSPECTED IT WOULD HAPPEN SO SOON!

DUH! YOU HAVE ONLY YOURSELF TO BLAME FOR LEADING ME HERE.

I LED YOU?

I WASN'T FOLLOWING THE MAD HATTER!

NO, HE'S MUCH SMARTER!

BETTER LOOKING, TOO!

MY! MY! WE'VE SUDDENLY GOTTEN ALL SELF-EFFACING--

--AND AGGRESSIVE!

BELIEVE IT, SWEETHEART!

I LIVE TO STOMP DIRTBAGS LIKE YOU!

Arrk

SHE SUDDENLY SEEMS FASTER, AND FAR MORE-- UH-OH!

THERE'S DANGER BEHIND YOU--!

ANOTHER LADYHAWK--?!

T-THERE'S TWO OF YOU?!

YEAH, AND NOW THE WHOLE WORLD WILL KNOW IT--!

--THANKS TO *LITTLE MISS DIMBULB!*

I TOLD HER SHE WASN'T READY FOR FIELDWORK, BUT SHE NEVER LISTENS!

WHY SHOULD I? YOU'RE NOT MY BOSS!

BESIDES, THERE WOULDN'T BE A LADYHAWK WITHOUT ME--

--AND I'M NOT THE ONE WITH A FOOT CURRENTLY IN HER MOUTH!

SPWAKK!

EXCUSSSSSE ME, GIRLS! THIS SOUNDS LIKE IT SHOULD BE A PRIVATE DISCUSSION.

IF YOU LIKE, I'LL WAIT OUTSIDE.

NOT SO FAST, HONEY! NO ONE GETS A FREE SHOT AT MY SISTER EXCEPT ME.

FINE! IF IT MAKES YOU HAPPY, I'LL ALSO TAKE ONE AT YOU.

IF YOU DARE HARM HER--!

PLLLLLLLEASSSSE!

CAN'T WE JUST BYPASS THE USELESS, IMPOTENT THREATS--

--AND CUT STRAIGHT TO THE STARTLING REVELATION THAT WE'RE ALL ON THE SAME SIDE?

:ahem:

THAT SOUNDS LIKE A *GREAT* IDEA TO ME, LADIES--

--SINCE I CAN PERSONALLY VOUCH FOR ALL *THREE* OF YOU!

UNCLE PHIL--?!

YOUR WORD IS GOOD ENOUGH FOR ME, MR. URICH.

I GUESS IT'S A SAFE BET THAT *PROWLER GIRL* IS THE REASON WHY YOU ASKED TO BORROW THIS PLACE.

IS THAT *TRUE*, URICH? WHAT'S YOUR GAME?

IF YOU'VE DARED *BETRAY* US--!

STEP OFF, SISTER DEAREST! THE GUY'S MARRIED TO *MERRY*. HE WOULDN'T DIRT US.

MAYBE NOT, BUT HE MAY HARBOR A SECRET AGENDA!

AREN'T WE *LITTLE MISS PARANOID?!*

BETTER THAN BEING A TRUSTING *FOOL!*

ARE THEY ALWAYS LIKE THIS--?!

'FRAID SO!

Uhhhhh...EXACTLY *WHY* DO THEY SHARE THE SAME COSTUME IDENTITY?

YOU EVER HEAR OF *HIGH CONCEPT MARKETING*, HONEY?

BY REALLY BEING TWO PEOPLE, *ONE* LADYHAWK CAN SEEM TO COVER *TWICE* THE GROUND, AND CAPTURE *DOUBLE* THE CROOKS.

BUT ONLY IF *SOMEONE* LEARNS HER MARTIAL ARTS!

NOTEBOOK LADYHAWK

HEY KIDS! LADYHAWK

LADYHAWK

LADYHAWK

AS I WAS SAYING, OUR PLAN IS TO MAKE *LADYHAWK* THE NUMBER ONE CRIME-FIGHTER IN THIS CITY--

--AND TO EXPLOIT HER POPULARITY WITH A *MERCHANDISING BLITZ!*

I KNOW IT SOUNDS LIKE WE'RE INTO THIS FOR BUCKS, BUT WE'RE STRICTLY *NON-PROFIT!*

OUR LAWYER--URICH'S WIFE, MEREDITH--HAS ALREADY SET UP THE APPROPRIATE HOLDING COMPANIES SO THAT WE CAN FUNNEL ANY LICENSING REVENUES BACK INTO OUR CRIME-FIGHTING ACTIVITIES.

WE'LL EVENTUALLY BUILD A STATE-OF-THE-ART CRIME LAB, GET A REAL HEADQUARTERS, AND SOME FLASHY VEHICLES!

NICE BUSINESS PLAN!

THOUGH IT DOES HAVE A FAMILIAR RING TO IT.

I ASSUME PHIL'S BEEN TRAINING YOU, TOO.

AS IF! MERRY'S OUR CONTACT.

AS A POLICE SCIENTIST, I JUST *Uhhhh*...PROVIDE AN OCCASIONAL ASSIST.

SOUNDS LIKE YOU HAVE EVERYTHING COVERED!

BUT I'M REAL CURIOUS *IF* AND *HOW* YOU SECURED PARENTAL APPROVAL FOR THIS DEAL!?!

TOUGH! WE'RE NOT ANSWERING ANY PERSONAL QUESTIONS.

I...I DIDN'T MEAN TO OFFEND YOU.

TOO BAD-- *I DID!*

LADIES! *LADIES!* LET'S GET BACK TO BEING *FRIENDLY*. I LIKE FRIENDLY. FRIENDLY IS VERY NICE.

SINCE YOU GIRLS--

WOMEN!

EXCUSE ME-- ***WOMEN*** --ARE ALL IN THE SAME BIZ, I THINK IT WOULD BE REALLY NEAT IF YOU STARTED TRAINING TOGETHER.

NO THANKS! I DON'T DO *FRIENDLY* OR *NEAT!*

WHY AM I NEITHER SURPRISED--

--NOR PARTICULARLY HEARTBROKEN!

SORRY, SPIDER-GIRL... IT WAS JUST A SUGGESTION.

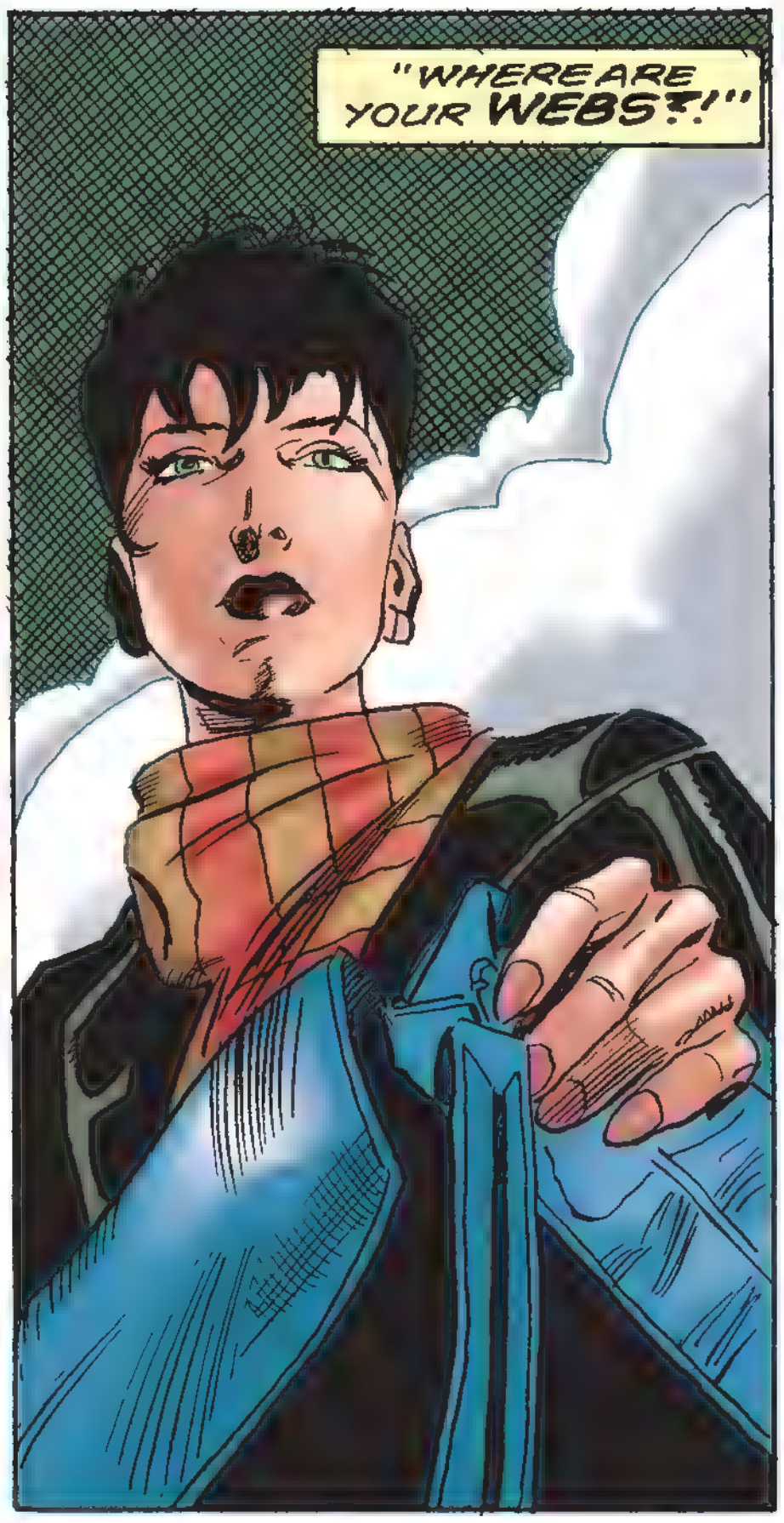
HEY! IF THIS GAL REALLY *IS* SPIDER-GIRL, SHE IS BLOWING MEGA-MERCHANDISING POTENTIAL!

WHAT'S THE *PROBLEM*, HONEY--?

WHERE ARE YOUR ***WEBS?!***

INDUSTRIES

"WHAT'S THE PROBLEM, HONEY--?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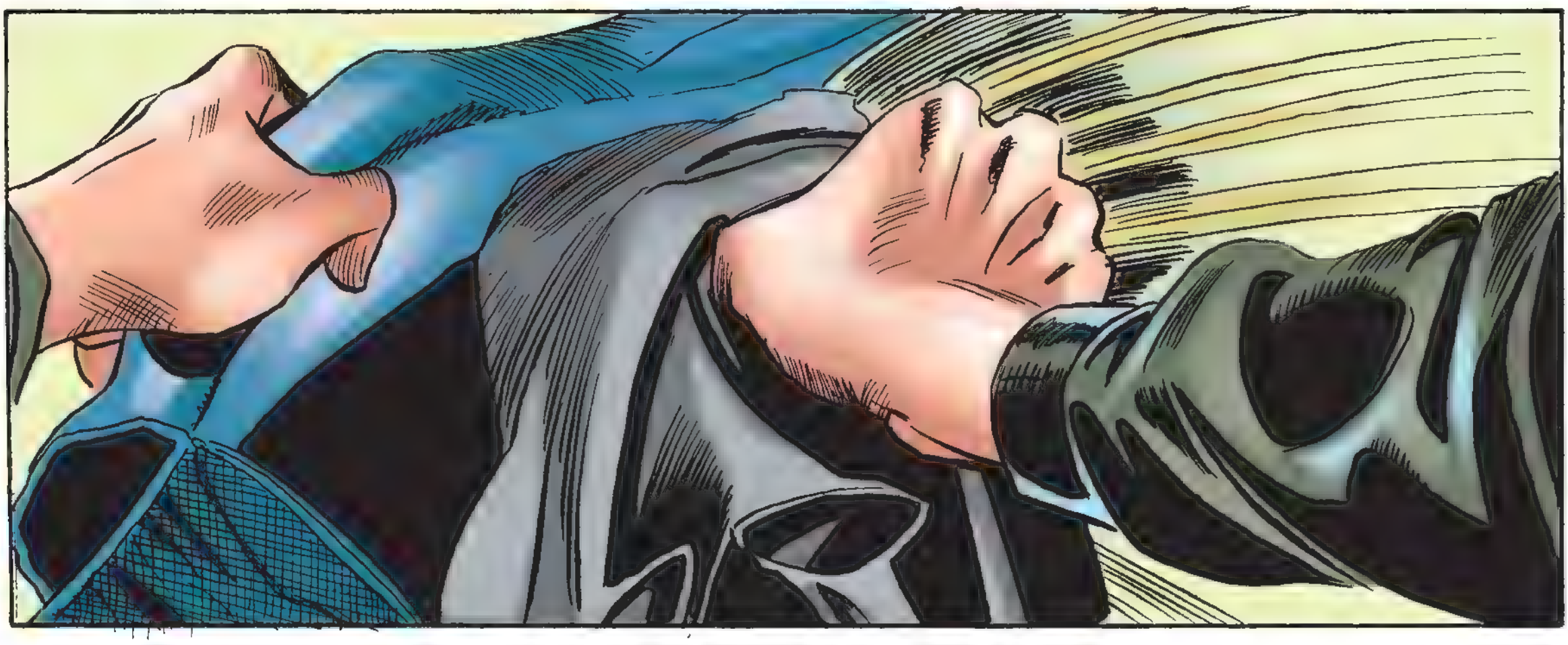

BUT THE MOST IMPORTANT QUESTION REMAINS--

--WILL YOU EVER WEAR THEM AGAIN?!

THE END-- FOR NOW!

MARVEL COMICS

APR #7

APPROVED BY THE COMICS CODE AUTHORITY

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL

YOU MAY HAVE FOUND A WAY TO DEFEAT DARKDEVIL, YOUNG MISSY--

--BUT YOU'LL NEVER BEAT THE MAN CALLED NOVA!

FOR RENT

"YOUNG MISSY"--! WHAT A JERK!

BONUS FEATURE! "THE LAST DAYS OF SPIDER-MAN!"

DEFALCO OLLIFFE WILLIAMSON

EVEN WITH YOUR AMAZING SPIDER-LIKE SPEED, YOU BARELY MANAGE TO DODGE THE FLAMING MISSILE--

--BUT THAT'S THE LEAST OF YOUR CURRENT PROBLEMS!

Stan Lee PRESENTS:

SECRETS

TOM DEFALCO WRITER
PAT OLIFFE PENCILER
AL WILLIAMSON INKER
CHRISTIE SCHEELE COLORIST
JANICE CHIANG LETTERER
BOB HARRAS CHIEF

I'M IMPRESSED, LITTLE GIRL.

YOU'RE STILL A TRIFLE TOO TENTATIVE, AND MOVE WITH ALL THE GRACE OF AN ARTHRITIC RHINO, BUT YOU'VE OBVIOUSLY BEEN PRACTICING.

AS MUCH AS I LIVE FOR YOUR APPROVAL, I REALLY DON'T HAVE TIME FOR THIS *NONSENSE*.

AN INNOCENT BOY'S **LIFE** COULD BE AT STAKE!

BE AT EASE, FAITHFUL READER! THIS MAY LOOK LIKE THE MIDDLE OF A STORY, BUT WE PROMISE TO FILL IN THE NECESSARY DETAILS AS WE ROCKET ALONG!

TOUGH! YOU SHOULD HAVE ANTICIPATED SOME ADDITIONAL COMMUTING TIME WHEN YOU FIRST DONNED THAT STUPID OUTFIT.

WHAT KIND OF HERO WOULD I BE IF I DIDN'T STOP TO QUESTION A SUSPICIOUS-LOOKING CHARACTER LIKE YOU?

OKAY! **OKAY!** YOU STOPPED! YOU QUESTIONED! AND NOW YOU KNOW IT'S *ME!*

ARE YOU FINALLY *SATISFIED?*

CAN I **GO?!**

I'M AFRAID NOT.

WHILE YOUR INCESSANT WHINING DOES HAVE A FAMILIAR RING TO IT, I STILL DON'T PLACE THE MASK.

YOU SURE YOU DON'T WORK FOR THE KINGPIN OF CRIME?

OOOOO! YOU'D BETTER LISTEN UP, *DARKDEVIL!*

I'M REAL SERIOUS ABOUT BEING IN A HURRY, AND I WON'T ALLOW YOU TO DELAY ME ANY LONG--

WHAAAA?!

DID MY FLAMING CONSTRUCT STARTLE YOU, CHILD?

I CAN BE SUCH A DEVIL AT TIMES.

YOUR NAME IS MAY "MAYDAY" PARKER.

AND YOUR ONCE AVERAGE EXISTENCE HAS GOTTEN SO VERY COMPLICATED EVER SINCE YOU LEARNED THAT YOUR FATHER WAS THE ORIGINAL SPIDER-MAN.

UNFORTUNATELY, DADDY DEAREST HASN'T QUITE ACCEPTED THE FACT THAT YOU INTEND TO CONTINUE THE FAMILY TRADITION.

I'M SORRY I ACCIDENTALLY WOKE YOU UP LAST NIGHT WHILE I WAS... uhhhhh...

CHECKING UP ON ME?

SUGAR SMACKED WHACKIES

WE NEED TO TALK, DAD.

IT'S OBVIOUS THAT YOU THINK I'M STILL SNEAKING OUT TO PLAY SPIDER-GIRL--

--EVEN THOUGH YOU TOOK MY COSTUME AWAY!

I... I CAN'T DISCUSS THIS NOW. I'M DUE AT WORK.

THIS IS RIDICULOUS, MOM! I INHERITED MY SPIDER POWERS FROM HIM--

--BUT HE ACTS LIKE THEY'LL GO AWAY IF HE JUST IGNORES THEM.

CAN'T YOU PERSUADE HIM TO SIT DOWN WITH ME?

BELIEVE IT OR NOT, HOTSHOT... I'VE TRIED!

BUT HE ISN'T READY TO ADMIT THAT HIS BABY IS GROWING UP, AND THAT HE CAN'T PROTECT YOU FOREVER.

H-HIS BABY?!

IS THAT HOW HE SEES ME?

Swell!

WHAT NOW, LITTLE GIRL?

HOW DO YOU WIN YOUR FATHER OVER?

HOW CAN YOU PROVE YOU'RE WORTHY OF YOUR WEBS?

MIDTOWN HIGH SCHOOL

HOW CAN YOU CONVINCE HIM TO RETURN YOUR COSTUME--

--AND ALLOW YOU TO BE SPIDER-GIRL?!

HEY, MAY! YOU RUN INTO JIMMY, YET? I HEAR HE'S REAL ANXIOUS TO SEE YOU.

W-WHAT'S UP, COURTNEY?

AS IF YOU DIDN'T KNOW!

SHE'S BEEN TRYING TO PLAY MATCHMAKER FOR WEEKS NOW.

BUT YOU'VE MANAGED TO DODGE THAT PARTICULAR BULLET...AT LEAST UNTIL NOW!

HI, MAY! I WAS WONDERING IF YOU'VE NOTICED THE FLYERS FOR THE PRESIDENT'S DAY DANCE?

YEAH...*uhhh*...SURE... THEY HAVE A REAL NICE DESIGN.

A NICE DESIGN?!

SHEESH!

CATCH YOU LATER, JIMMY! I'M LATE FOR CLASS.

AND THE MAN TAKES A **FATAL SHOT** TO THE HEART!

MONDO

NICE GOING, YAMA! I HAVEN'T SEEN A BRUSH-OFF THAT **COLD** SINCE THE *ICE* ***FOLLIES*** LEFT TOWN.

I'M GLAD I AMUSE YOU, MOOSE--

--BUT KEEP YOUR SNIDE COMMENTS TO YOURSELF! I'VE TAKEN ENOUGH ABUSE FROM YOU.

YOU WANT TO SHUT MY MOUTH?

JUST NAME THE TIME AND PLACE.

YOU SHOULDN'T HAVE RUSHED OFF LIKE THAT, MAY.

I THINK JIMMY WAS PLANNING TO ASK YOU SOMETHING.

Duhhh!

IT'S NOT THAT YOU DISLIKE JIMMY YAMA.

YOU SINCERELY VALUE HIS FRIENDSHIP--

TWAKK!

--BUT SNAGGING A DATE FOR THE SCHOOL DANCE ISN'T EXACTLY YOUR HIGHEST PRIORITY!

SNAP!

NOT WHEN YOU HAVE TO PREPARE FOR ANOTHER AFTERNOON **TRAINING SESSION** WITH YOUR UNCLE PHIL!

ONE MINUTE, THIRTY-TWO SECONDS... AND YOU GOT THE BABY.

YOUR TIMING IS IMPROVING, BUT YOU ONLY SCORED FOUR SAVES OUT OF TEN--

--AND THAT INCLUDES THE TIME YOU DROPPED THE DOLL.

STILL GOT A WAY TO GO, *huh?*

FOR PRACTICE, YOU'RE DOING OKAY.

BUT, IF THIS WERE ACTUAL FIELDWORK...

YOU'D HAVE A FEW FATALITIES ON YOUR CONSCIENCE.

F-FATALITIES?!

YOUR UNCLE PHIL--ANOTHER FORMER COSTUMED HERO--HAS BEEN SECRETLY PREPARING YOU FOR THE DAY YOU PROUDLY REASSUME YOUR WEBS.

BUT EVEN HE THINKS YOU'RE YEARS AWAY!

MAYBE YOUR DAD'S RIGHT.

JUST BECAUSE YOU INHERITED HIS ENHANCED PHYSICAL ABILITIES, IT DOESN'T NECESSARILY FOLLOW THAT--WHOA!

YOUR SPIDER-SENSE JUST KICKED INTO OVERDRIVE, AND THAT MEANS--

--DANGER?!

ODD! YOU DON'T SEE ANYTHING--OR ANYONE--WHICH COULD BE A THREAT.

MAYBE YOU JUST IMAGINED IT!

OH, WELL! YOUR LUNCH PERIOD'S ALMOST OVER.

TIME TO HUSTLE BACK TO SCHOOL FOR AFTERNOON CLASSES.

(BUT YOU WERE SO SURE YOU SENSED SOMETHING!)

MAY! MAY! WHERE HAVE YOU BEEN?

I JUST HEARD THAT JIMMY AND MOOSE ARE PLANNING ANOTHER FIGHT!

AGAIN--?!

HOW MANY TIMES DO WE HAVE TO GET BETWEEN THOSE TWO?

-SIGH.- LET'S FIND JIMMY.

NOPE!
NOT TRUE!
NO WAY!
I AM SOOOO RELIEVED!
THURS.
TESTIN
213
YOU BEING STRAIGHT WITH US, JIMMY?
WOULD I LIE?

"WHY NOT?" YOU THINK.
EVERYONE HAS SECRETS TO PROTECT.

YOU HIDE YOUR SPIDER-POWERS FROM YOUR SCHOOLMATES.
34
20
41

--WHEN YOU OVERHEAR SOME LOOSE LOCKER TALK!
THEY'RE MEETING AT THE *PARK* AFTER SCHOOL.
MOOSE AND YAMA?!

YOU DON'T TELL YOUR PARENTS YOU'RE PRACTICING WITH UNCLE PHIL.
MAYBE THAT'S WHY YOU'RE NOT SO SURPRISED SOMETIME LATER--

WE'D BETTER **SCOOT** IF WE WANT TO CATCH THAT FIGHT. IT WON'T LAST LONG!
REALIZING THE GIRLS ARE RIGHT, YOU ALSO OPT FOR THE SPEEDIEST MODE OF TRANSPORTATION--

--WHICH, IN YOUR CASE, INVOLVES AN OLD SKI MASK--

--(TO CONCEAL YOUR IDENTITY)--

--AND SOME SPIDER-LIKE ROOF-HOPPING!

IT MAY NOT BE THE MOST DIGNIFIED WAY TO TRAVEL, BUT IT CERTAINLY BEATS THE BUS.

AT LEAST UNTIL YOUR SPIDER-SENSE SUDDENLY ROCKS YOUR WORLD--!

HEY--!

DID I FRIGHTEN YOU, CHILD?

TOO BAD!

YOU SHOULD KNOW BETTER THAN TO PROWL THE ROOFTOPS DRESSED LIKE A COMMON BURGLAR!

ESPECIALLY CONSIDERING YOUR PREDECESSOR'S PARTICULAR FONDNESS FOR BURGLARS!

DARKDEVIL!

HI!

BASED ON THAT *oh-so-subtle* REMARK, YOU OBVIOUSLY RECOGNIZE ME. *FINE!* THAT MEANS WE CAN SKIP THE USUAL GRATUITOUS, IDENTITY-ESTABLISHING FIGHT.

LOOK, I HATE TO BANTER AND RUN... BUT I'M IN A REAL RUSH.

HOWS ABOUT WE SAVE YOUR BRAND OF TOUGH-LOVE ENCOURAGEMENT FOR ANOTHER OCCASION?

YOU KNOW I WON'T LET YOU OFF THAT EASY.

BASED ON YOUR CURRENT ATTIRE, I'D SAY YOUR COMMITMENT TO THE HEROIC LIFE IS WAVERING.

THAT'S PROBABLY FOR THE BEST, LITTLE GIRL. I NEVER THOUGHT YOU HAD THE RIGHT STUFF, ANYWAY.

GET OFF MY BACK--

--AND OUT OF MY WAY!

I'M SORRY, DARKDEVIL, BUT YOU LEAVE ME NO CHOICE!

A FRIEND OF MINE COULD BE HOSPITALIZED IF I DON'T ARRIVE IN TIME!

YOU SHOULD HAVE THOUGHT OF THAT BEFORE YOU :UGNN:

WOW! THAT WAS EASY!

ALMOST TOO EASY.

IF YOU DIDN'T KNOW BETTER, YOU'D ALMOST SUSPECT--

Awwww--

NOOO!

THAT BILLY-CLUBBED CLOWN SET YOU UP!

BACK OFF, MA'AM!

IT'S PURE LUCK THAT I WAS FLYING OVERHEAD, PATROLLING THE CITY WHEN I SAW YOU TAKE DOWN *DARKDEVIL!*

a relief fro
AND
The onl

I CAN'T EVEN GUESS HOW YOU MANAGED TO DEFEAT A SKILLED BRAWLER LIKE HIM, BUT I PROMISE YOU THAT YOU'LL REGRET THE DAY YOU MET--

--THE MAN CALLED *NOVA!*

NOVA--?

NOVA--?!

HE'S BEEN ONE OF THE CITY'S MAINSTAYS FOR YEARS.

A REAL PILLAR OF THE SUPERHERO COMMUNITY LIKE YOUR DAD, SPEEDBALL, JUBILEE, STUNTMASTER, AND THE STEEL SPIDER!

W-wait!

THIS IS ALL A TERRIBLE MISUNDERSTANDING!

SAVE THE EXCUSES FOR YOUR TRIAL, MA'AM!

B-BUT I...

I...

WHAT'S THE USE?

HE'LL NEVER LISTEN TO REASON--

--UNLESS YOU FORCE HIM!

I DON'T WANT TO FIGHT. I'M SURE WE CAN END THIS NONSENSE IF WE JUST TALK.

TALKING IS GOOD.

BUT--*SILLY ME*--I HAVE THIS THING ABOUT MASKED ASSAILANTS WHO THREATEN ME WITH CHUNKS OF DEBRIS!

DON'T TRUST 'EM!

NEVER DID!

ESPECIALLY WHEN THEIR STRENGTH APPEARS TO RIVAL MY OWN!

FINE!

HOW DO YOU FEEL ABOUT GIRLS WITH THE PROPORTIONATE SPEED AND AGILITY OF A SPIDER?

YOU *FOR* OR *AGAINST*?

W-WHAT ARE YOU DOING?!

ME, I'M JUST PLAYING *PEEK-A-BOO* WITH A CERTAIN *HUMAN ROCKET!*

IT'LL BE FUN UNTIL SOMEONE LOSES AN EYE--

--A HEAD--

--OR A SKYSCRAPER!

YOU CALL THIS A FIGHT?

C'MON, GUYS--IT'S COLD OUT HERE!

LET'S SEE SOME ACTION!

I... I'M NOT AFRAID OF YOU, MANSFIELD.

Yeah.

I KNOW.

I HEARD YOU THE FIRST DOZEN TIMES.

YOU'RE A REAL TOUGH GUY.

THE CROWD'S GETTING RESTLESS, YAMA--AND SO AM I!

JUST TO BE SPORTING, I'LL EVEN LET YOU TAKE THE FIRST SHOT.

Y-YOU THINK I WON'T--?!

STOP TALKING... AND START PUNCHING!

ALL RIGHT! ALL RIGHT!

B-BUT DON'T SAY I DIDN'T WARN YOU--!

KWAKK!

ARKKK

OHMIGOSH! I... I CAUGHT HIM IN THE ADAM'S APPLE!

SOMEBODY CALL AN AMBULANCE! HURRY! HE CAN'T BREATHE!

H-HE'S CHOKING!

KAKK KAKK

EEYII!

EVEN AS NOVA SUDDENLY CORKSCREWS YOU SKYWARD, YOUR FIRST REACTION IS TO BERATE YOURSELF!

YOU ARE THE GIRL WITH THE ABILITY TO STICK TO ANY SURFACE, AREN'T YOU?!

MAYBE NEXT TIME YOU'LL REMEMBER TO USE IT!

IF THERE IS A NEXT TIME!

BEING A COSTUMED HERO IS RAPIDLY LOSING ITS APPEAL.

(Although if you want to get technical, you're presently an uncostumed hero--)

WHATEVER! THE POINT IS YOU DON'T LIKE KEEPING SECRETS FROM YOUR PARENTS--

--YOU HAVE NO INTEREST IN FIGHTING AN ENDLESS STREAM OF BAD GUYS--

--AND YOU HATE--

--REALLY HATE--

--BEING FORCED INTO A POSITION WHERE YOU HAVE TO DODGE OTHER GOOD GUYS!

UNLESS YOU CAN FIND AN UPSIDE TO THIS HERO GIG--AND FAST--YOU SHOULD JUST DUMP THIS SPIDER-MISERY!

THIS GAME IS ALMOST OVER, SWEETHEART!

YOU MAY HAVE LED ME ON A MERRY CHASE--

--BUT MY SPEED IS FAR *GREATER* THAN YOURS!

IT TAKES A VERY SPECIAL MAN TO BRAG ABOUT SOMETHING LIKE THAT!

I ADMIRE YOUR *HONESTY*-- *IF NOT YOUR INTELLIGENCE!*

W-WHAT ARE YOU IMPLYING, YOUNG--

oh, no!

ARRRGH!!

THAT TEARS IT, LADY! YOU ASKED FOR IT! NO MORE HOLDING BACK! WHEN I'M THROUGH WITH YOU...

you'll...

Hey!

S-SHE *DISAPPEARED* ON ME!

AS YOU CAN SEE...

I, TOO, CAN BE A TRICKY *DEVIL* AT TIMES!

HE STREAKS AROUND THE AREA LIKE A CRAZED TENNIS BALL FOR THE NEXT TEN OR SO MINUTES.

BUT THEN...

THAT DISTANT BUILDING IS ON *FIRE*.

I CAN'T WASTE ANY MORE TIME HERE.

LIVES MAY BE IN JEOPARDY. THIS IS A JOB FOR--

--THE MAN CALLED *NOVA!*

IS IT JUST ME, OR DO YOU ALSO FIND THE LAD A TAD EGOCENTRIC?

YOU--!

YOU DID THIS ON PURPOSE!

YOU MUST HAVE SPOTTED HIM FLYING ABOVE US, AND DELIBERATELY PROVOKED A CONFRONTATION!

DON'T BLAME ME!

I'M NOT THE ONE DRESSED LIKE A THIEF.

PERHAPS, NOVA WOULD HAVE BEEN MORE OPEN-MINDED IF HE'D RECOGNIZED YOU.

55 BANK

Y-YOU'RE SAYING THIS WAS *MY* FAULT?!

YOU CAN'T BE A PART-TIME SUPER HERO, LITTLE GIRL.

IT'S ALL OR NOTHING!

STOP EQUIVOCATING!

MAKE A DECISION BEFORE SOMEONE GETS HURT!

NOW!

5-7117

HE LEAVES WITH A TAUNTING LAUGH, BUT HIS WORDS CONTINUE TO HAUNT YOU EVEN AS YOU RENEW YOUR RACE TO THE PARK--

--AND BEYOND THE PARK!

RAL HOSPITA

ERGENCY

BRAD! DAVIDA! I JUST HEARD ABOUT MOOSE!

H-HOW IS HE?!

ADMIS NS

THE DOCTORS WANT TO KEEP HIM FOR A FEW DAYS... BUT THEY THINK HE'LL BE FINE.

I-IT WAS REAL CLOSE! WE COULD HAVE LOST HIM IF THE AMBULANCE HADN'T ARRIVED WHEN IT DID.

I-IT'S MY FAULT THINGS GOT SO FAR OUT OF HAND.

I SHOULD HAVE KNOWN BETTER!

IT WAS AN *ACCIDENT*, JIMMY.

YOU MUSTN'T BLAME YOURSELF.

YOU DIDN'T MEAN TO HURT ANYONE.

YOU MIGHT HAVE BEEN ABLE TO AVERT THIS NEAR TRAGEDY IF ONLY--!

YES, LITTLE GIRL, IT IS TIME FOR YOU TO MAKE A DECISION--

--EVEN THOUGH SOMEONE'S ALREADY GOTTEN HURT!

WHY DO YOU EVEN HESITATE?

BASED ON THE SENSE OF RESPONSIBILITY YOUR PARENTS INSTILLED IN YOU, THERE IS ONLY ONE CHOICE--!

AFTER ALL, YOUR NAME IS MAY "MAYDAY" PARKER... AND YOU ARE THE ONCE AND FUTURE SPIDER-GIRL!

THE END... FOR NOW!

Stan Lee PROUDLY PRESENTS A VERY SPECIAL TURNING POINT IN THE LIFE OF THE STUNNING SPIDER-GIRL!

THE LAST DAYS OF SPIDER-MAN!

YOU THOUGHT YOU WERE BEING oh-so-clever, WAITING UNTIL THE HOUSE WAS APPARENTLY DESERTED BEFORE SURREPTITIOUSLY SLIPPING INTO THE ATTIC.

NOT QUITE.

LOOKING FOR ANYTHING SPECIAL, HOTSHOT?

M-MOM--?!

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN.

UPON LEARNING THAT YOU WERE ATTEMPTING TO FOLLOW IN HIS WEB-STEPS, YOUR DAD TOOK YOUR COSTUME AWAY.

HOWEVER, RECENT EVENTS HAVE CONVINCED YOU THAT YOU HAVE A RESPONSIBILITY TO REASSUME THE MANTLE OF SPIDER-GIRL.

TOM DeFALCO WRITER
PAT OLLIFFE • AL WILLIAMSON
PENCILER • INKER
JANICE CHIANG • CHRISTIE SCHEELE
LETTERER • COLORIST
BOB HARRAS EDITOR IN CHIEF

I...*uhhh*... THOUGHT YOU WERE HEADED TO THE GROCERY STORE.

FUNNY ABOUT THAT! I WAS BACKING THE CAR OUT WHEN I SUDDENLY REALIZED THAT YOU FORGOT TO TELL ME WHAT YOU WANTED FOR DESSERT TONIGHT.

ODD BEHAVIOR FOR A GIRL WITH SUCH A SWEET TOOTH.

T-THIS *ISN'T* WHAT IT LOOKS LIKE--!

YOU MEAN YOU AREN'T SEARCHING YOUR FATHER'S TRUNK IN THE HOPE OF FINDING AN OLD COSTUME OR SPARE WEB-SHOOTERS?

OKAY! IT *IS* WHAT IT LOOKS LIKE.

YOU JUST DON'T GET IT, DO YOU? YOU REALLY HAVE NO IDEA WHY HE IS SO OPPOSED TO YOU BEING *SPIDER-GIRL*.

IF I'M MISSING SOME BIG PICTURE, IT'S ONLY BECAUSE HE NEVER BOTHERED TO EXPLAIN HIS REASONS TO ME.

I'M NOT SURPRISED.

YOUR FATHER HAS NEVER BEEN BIG ON SHARING HIS FEARS.

HIS PARENTS DIED WHILE HE WAS STILL A CHILD, AND HE WAS SENT TO LIVE WITH HIS *UNCLE BEN* AND *AUNT MAY*.

THEY DOTED ON HIM--*MAYBE A LITTLE TOO MUCH*... BUT...*well!!!*... THEY WEREN'T EXACTLY ROLLING IN MONEY.

WHEN PETER BECAME *SPIDER-MAN*, HE SAW IT AS HIS SHOT FOR FAME AND RICHES.

"A GOLDEN OPPORTUNITY TO REPAY HIS AUNT AND UNCLE FOR ALL THEIR KINDNESS AND GENEROSITY.

"BUT, WHILE HE WAS OUT SHOWBOATING, A BURGLAR MURDERED BEN--

"--AND THAT'S WHEN PETER FIRST REALIZED THAT HE SHOULD USE HIS POWER TO PROTECT THOSE WHO COULDN'T PROTECT THEMSELVES!"

"IT WAS AN AWESOME RESPONSIBILITY!

"I CAN'T TELL YOU HOW MANY TIMES IT OVERWHELMED HIM--

"--AND HE TRIED TO WALK AWAY FROM IT!"

DAD KEPT *QUITTING*--?!

ALMOST SEEMED LIKE AN ANNUAL EVENT!

YOU SEE, ALL PETER EVER REALLY WANTED WAS A NORMAL, AVERAGE LIFE.

BUT, WHENEVER HE GOT CLOSE--

"--SOME *SUPER-MENACE* EXPLODED ON THE SCENE--

"WHEN WE FIRST DISCOVERED I WAS PREGNANT WITH YOU--

"--WE BOTH BELIEVED THAT HIS NEW DUTIES AS A PARENT WOULD TAKE PRECEDENT OVER HIS SPIDER-THING.

"NO SUCH LUCK!

"I KNOW HE HATED LEAVING US--

"--AND THAT OLD SENSE OF RESPONSIBILITY KICKED IN!

"--BUT HE ALWAYS DID!"

"AT LEAST UNTIL HIS FINAL BATTLE WITH *NORMAN OSBORN*, THE ORIGINAL *GREEN GOBLIN*.

"T-THAT MONSTER HATED YOUR FATHER, AND WANTED TO DESTROY *EVERYTHING* HE CHERISHED!

"I DON'T WANT TO GO INTO THE DETAILS-- *BECAUSE THEY NO LONGER MATTER*-- BUT IT WAS THE MOST HORRIFIC FIGHT OF PETER'S LIFE.

"I'LL NEVER FORGET THAT AWFUL NIGHT...

"JOHNNY STORM, YOUR FATHER'S CLOSEST FRIEND IN THE SUPERHERO COMMUNITY, WAS THE ONE WHO MADE THE CALL THAT I ALWAYS KNEW WOULD COME."

I-IS HE--?!

NO! HE'LL MAKE IT, BUT I--

I...*uhhhh*...BETTER LET REED EXPLAIN.

WE KEPT HIS FACE MASKED TO CONCEAL HIS IDENTITY.

IT WAS TOUCH AND GO FOR AWHILE. THE SURGEONS BELIEVE THEY'VE REPAIRED MOST OF THE DAMAGE, BUT THEY...

THEY COULDN'T SAVE HIS RIGHT LEG.

YOU MUSTN'T GIVE UP HOPE.

I BELIEVE WE CAN DESIGN A REPLACEMENT THAT WILL MAKE YOU STRONGER, FASTER, MORE POWERFUL THAN EVER.

YOU'LL BE BACK WALL-CRAWLING BEFORE YOU KNOW IT.

THAT'S GREAT!

JUST GREAT!

"BUT *SPIDER-MAN* WAS THE LAST THING ON YOUR FATHER'S MIND--!"

COME ON! ONE MORE SET OF EXERCISES BEFORE WE BREAK FOR LUNCH.

N-no...I...<GASP!>... I'VE HAD ENOUGH!

I WANT TO TAKE A LITTLE TIME TO RELAX--

--AND CONCENTRATE ON THE IMPORTANT THINGS IN MY LIFE!

"A FEW DAYS LATER, PETER HAD MADE A CRUCIAL DECISION!"

REED RICHARDS CALLED ME AT WORK, SAID YOU TOLD HIM TO STOP WORK ON THE BIONIC LEG.

W-WHAT'S GOING ON, PETER?

I...I THINK I'M FINALLY GROWING UP.

--AND ASSUMED MY REAL RESPONSIBILITIES!

THE ACCIDENT MADE ME TAKE A FRESH LOOK AT MYSELF, AND I WASN'T PARTICULARLY HAPPY WITH WHAT I SAW.

IT'S HIGH TIME I PUT AWAY THE TOYS OF MY YOUTH--

H-HE GAVE UP BECAUSE OF ME?

AND NOW EXPECTS ME TO RETURN THE FAVOR?!

SOMETHING LIKE THAT.

I-IT'S NOT FAIR!

I AGREE.

YOUR FATHER ALWAYS FOLLOWED HIS HEART, GUIDED BY A SENSE OF RESPONSIBILITY.

AS HARD AS IT IS FOR US TO ACCEPT THE FACT THAT OUR BABY HAS GROWN, IT'S TIME-- *FOR BETTER OR WORSE*-- WE **BACKED OFF.**

THERE ARE SOME DECISIONS THAT YOU HAVE TO MAKE FOR YOURSELF, YOUNG LADY.

WE RAISED YOU THE BEST WE COULD--

--AND NOW WE HAVE TO TRUST YOU TO DO THE RIGHT THING!

THE END... FOR NOW!

MARVEL COMICS

MAY #8

APPROVED BY THE COMICS CODE AUTHORITY

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL™

WHEN MR. NOBODY™ AND CRAZY EIGHT™ JOIN FORCES--

--OUR SENSATIONAL WEB-STUNNER SUDDENLY FINDS HERSELF TEAMED-UP WITH HER DAD?!

BECAUSE YOU DEMANDED IT! PETER PARKER™ FINALLY RETURNS TO ACTION!

DEFALCO
OLLIFFE
WILLIAMSON

GO, GIRL! GO!

STAN LEE PRESENTS THE STUNNING SPIDER-GIRL!

TWO OF A KIND

GREET THE RISING SUN WITH A SHOUT FOR JOY AND AN UNFETTERED LAUGH!

THRILL TO THE PURE FREEDOM OF THE MOMENT AS YOU FROLIC ACROSS THE ROOFTOPS OF FOREST HILLS.

YOUR NAME IS **MAY "MAYDAY" PARKER**, AND YOU USED TO THINK OF YOURSELF AS A TYPICAL TEENAGER.

THAT WAS BEFORE YOU LEARNED THAT YOUR FATHER HAD BEEN THE COSTUMED ADVENTURER KNOWN AS **SPIDER-MAN**--

--AND THAT **YOU** HAD SOMEHOW INHERITED HIS GLORIOUS POWERS!

TOM DeFALCO / WRITER | **PAT OLLIFFE** / PENCILS | **AL WILLIAMSON** / INKER | **JANICE CHIANG** / LETTERS | **CHRISTIE SCHEELE** / COLORS | **BOB HARRAS** / CHIEF

UNFORTUNATELY, DAD ISN'T REAL KEEN ON YOU PLYING THE FAMILY TRADE.

TOUGH!

YOU'RE FULLY CONFIDENT THAT YOU CAN EVENTUALLY FIND A WAY TO CONVINCE HIM TO ALLOW YOU TO BE SPIDER-GIRL.

AT LEAST THAT'S THIS MORNING'S PLAN!

HEY, MOM! YOU HEADED INTO THE OFFICE?

THERE'S A PROBLEM WITH THE FALL LINE, AND ALL THE SUITS ARE IN PANIC MODE!

AH! THE JOYS OF CORPORATE LIFE!

WHAT'S YOUR STORY, HON?

YOU SURE YOU DON'T WANT ME TO TRY TO SOFTEN UP YOUR FATHER BEFORE YOU HAVE IT OUT WITH HIM?

I APPRECIATE THE OFFER-- AND YOUR SUPPORT-- BUT THIS IS MY PROBLEM.

GO EASY ON HIM, HOTSHOT...

THE MALE EGO CAN BE VERY FRAGILE!

UH-OH! THIS CAN'T BE GOOD!

WHENEVER I FIND YOU TWO WHISPERING IN THE KITCHEN, IT USUALLY MEANS TROUBLE FOR ME.

M-MORNING, DAD!

AM I JUST BEING PARANOID...OR ARE YOU REALLY PLOTTING AGAINST ME?

D-DON'T BE SILLY!

BUT...

;UHHHH;-

YOU AND I DO NEED TO CHAT.

HIS FACE TWISTS INTO A FROWN AS HE GUESSES THE TOPIC, BUT EVEN BEFORE YOU CAN LAUNCH INTO YOUR CAREFULLY PREPARED SPEECH...

P-PLEASE EXCUSE ME FOR BUSTING IN ON YOU, MISTER AND MISSUS PARKER, BUT I HAVE TO SEE MAY.

IT'S AN *EMERGENCY!* JIMMY'S IN REAL *TROUBLE!*

JIMMY YAMA--?!

WHAT IS IT, COURTNEY? WHAT HAPPENED TO HIM?!

/- IT'S ALL BECAUSE OF THAT STUPID BULLY, *MOOSE MANSFIELD!* HE FORCED JIMMY INTO A FIGHT--

--AND IT'S HIS OWN FAULT JIMMY LANDED A LUCKY BLOW THAT SENT MOOSE TO THE HOSPITAL!*

"ANYWAY, MOOSE'S PARENTS WENT BALLISTIC... AND THEY HAD JIMMY *ARRESTED!*"

*FOR AN UNBIASED ACCOUNT, SEE LAST ISSUE!

"HE'S GOING BEFORE A JUDGE THIS MORNING, AND HE'LL PROBABLY END UP IN *JAIL*, AND BE *EXPELLED* FROM SCHOOL--

--AND HIS WHOLE LIFE WILL BE *RUINED!*

LET'S TRY NOT TO OVERREACT, COURTNEY.

WE SHOULD GO DOWN TO THE COURTHOUSE, AND OFFER OUR MORAL SUPPORT.

I KNOW HIS AUNT-- *SACHI YAMA*-- AN ASSISTANT DISTRICT ATTORNEY.

SINCE IT'S A FIRST OFFENSE, I'M SURE SHE'LL BE ABLE TO REACH OUT IN JIMMY'S BEHALF.

COLOR ME *SHOCKED*--

--I NEVER WOULD HAVE GUESSED THAT THE *RYKER'S* KITCHEN STAFF SERVED THEIR INMATES *STEAMED SCALLOPS WITH GARLIC SAUCE.*

IT'S OFF THE USUAL BREAKFAST MENU--

--BUT I DOUBT THAT EVEN *MR. NOBODY* WOULD RISK ENTERING A PRISON MERELY TO DISCUSS MY DIETARY INDULGENCES.

THERE ISN'T MUCH RISK WHEN YOU CAN *TELEPORT* AT WILL...BUT YOU'RE *RIGHT*, SIR.

I JUST DROPPED IN TO TELL YOU THAT TODAY'S *BIG SNATCH* WILL GO DOWN AS PLANNED.

BUT THERE ARE MUCH *EASIER* WAYS TO ACQUIRE THE TARGET.

THAT IS QUITE TRUE...

HOWEVER, MY CURRENT CIRCUMSTANCES REQUIRE ME TO OCCASIONALLY REMIND THE WORLD THAT I AM STILL THE *KINGPIN OF CRIME*--

--AND WHENEVER THE MOOD STRIKES, I CAN STILL REACH OUT TO *ANYONE*--

--*ANYWHERE*--

--AT *ANY TIME!*

LET'S GET THIS STRAIGHT, YOUNG MAN--

QUEENS COUNTY COURTHOUSE

--YOU SCREWED UP!

I...I KNOW, AUNT SACHI... AND I'M REAL SORRY!

I NEVER MEANT TO HURT MOOSE--

WE WERE JUST--

:ugggggg:

THE WORD IS *FIGHTING*--

--AND THAT'S WHAT BRINGS YOUR INTENTIONS INTO QUESTION!

B-BUT MY JIMMY'S SUCH A GOOD BOY--!

I KNOW THAT, CATHERINE, AND I'LL DO MY BEST TO MAKE THIS GO AWAY.

WE REALLY APPRECIATE YOU AND ZANE COMING DOWN HERE, SIS.

YOU SHOULD HAVE CALLED ME WHEN THAT BIG DOPE STARTED HASSLING YOU, JIMMY.

YEAH, ZANE...

sure!

I'M *SERIOUS*, MAN!

I'M A LOT TOUGHER THAN I LOOK!

SHOULD WE ACCOMPANY YOU, SACHI?

NO, DONALD, IT'LL BE BETTER IF I TALK TO JIMMY'S PROSECUTOR ALONE.

YOU CAN USE THIS INTERVIEW ROOM UNTIL I RETURN.

6-331131

MS. YAMA... SACHI?! YOU GOT A MINUTE?

FOR MY FAVORITE POLICE SCIENTIST-- ALWAYS! YOU HERE TO TESTIFY ON A CASE, PARKER?

NO, I...errrr... HEARD ABOUT YOUR NEPHEW. HE GOES TO SCHOOL WITH MY DAUGHTER.

THAT'S JIMMY'S AUNT--?!

I HEAR SHE'S REAL GOOD.

SACHI, THIS IS MAY... AND HER FRIEND, COURTNEY DURAN.

I'M SURE JIMMY WILL BE PLEASED TO SEE YOU LADIES.

HE'S WITH HIS PARENTS IN ROOM 3013.

MAY, LOOK--!

DOWN THE HALL--IT'S BRAD AND MOOSE!

I'LL BET THEY CAME TO GLOAT!

HEY, GUYS! YOU KNOW WHERE THEY'RE HOLDING JIMMY?

WHY?! SO YOU CAN MAKE FUNNY FACES AT HIM WHILE HE'S BEING HUMILIATED IN OPEN COURT?

I DON'T NEED YOUR GRIEF, DURAN!

I'VE BEEN HAVING IT OUT WITH MY OLD MAN ALL MORNING--

--AND FINALLY CONVINCED HIM TO DROP THE CHARGES!

I NEVER WANTED THIS TO BECOME A BIG OPERA.

THE GEEK TAGGED ME WITH A FLUKE SHOT TO THE WINDPIPE-- BIG WHOOP!

MOOSE IS TELLING IT STRAIGHT, AND--hey!

CHECK IT OUT!

W-WHAT ARE YOU--?!

Oh, no!

PLEASE STEP ASIDE... AND LET US PASS!

I LOVVVVVE A PARADE!

I REALLY WISH YOU HAD WORN THE CONSERVATIVE BUSINESS SUIT I PICKED OUT FOR YOU.

DRAWING ADDITIONAL ATTENTION TO YOURSELF WITH THAT GARISH COSTUME AND MAKEUP WILL NOT HELP YOUR CASE.

THE JUDGE MAY EVEN CITE YOU FOR CONTEMPT.

GO SUCK ON A PRUNE!

YOU'RE A LAWYER, NOT MY FASHION CONSULTANT!

I HAVE A CERTAIN IMAGE TO MAINTAIN, AND I WON'T DISAPPOINT MY PUBLIC!

T-THAT'S CRAZY EIGHT!

THERE'S A RUMOR THAT HE WAS CAPTURED BY SPIDER-GIRL.

YEAH...

ISN'T IT IRONIC...

IN THE BACK OF YOUR MIND, YOU KNEW HIS TRIAL WAS APPROACHING, BUT...

...well!!!...

IT ISN'T LIKE CRAZY EIGHT IS THE ONLY SUPER-VILLAIN IN YOUR LIFE!

BOSS

STILL, THIS OPPORTUNITY IS TOO GOOD TO RESIST.

IT'LL BE NICE TO SEE WHAT HAPPENS TO THE BAD GUY AFTER YOU'VE FINISHED WITH HIM!

YOU ARE FINISHED WITH HIM... AREN'T YOU?!

APPARENTLY NOT!

I BEG THE COURT'S INDULGENCE...BUT I'M AFRAID YOUR PRISONER'S COMING WITH ME!

I HOPE YOU BROUGHT MY EQUIPMENT--!

EVERYTHING YOU REQUESTED IS IN THE BAG!

NOW, LET'S GET YOU OUT OF THOSE MANACLES... BEFORE I EXHAUST MY SUPPLY OF GAS GRENADES!

MR. NOBODY AND CRAZY EIGHT?!

SWELL!

LADIES

TERRIFIC!

WONDERFUL!

LET'S GO, EIGHT! TIME'S A'WASTING!

THE ESCAPE VAN SHOULD BE PULLING UP TO THE NORTH EXIT RIGHT ABOUT NOW!

WHY CAN'T YOU JUST TELEPORT US OUT?

I'M AFRAID YOU'RE A BIT OVER MY WEIGHT LIMIT.

OUCH!

YOU REALLY KNOW HOW TO HURT A GUY!

GET BACK, MS. YAMA! THERE'S SOME KIND OF COMMOTION DOWN THE HALLWAY--!

/-IT SOUNDS LIKE GUNFIRE!

IS THERE ANYTHING WE CAN DO TO HELP?!

HEAD TO YOUR *LEFT*, AND MAKE THE NEXT *LEFT*!

ONLY A HUNDRED YARDS OF CORRIDOR SEPARATE YOU FROM FREEDOM!

YOU FORGOT TO MENTION THE *FUN PART*!

FUN PART--?!

WE GET TO *STOMP* ANYONE FOOLISH ENOUGH TO STAND IN OUR WAY!

HEY, LOOK! THOSE MANIACS ARE HEADED TOWARD US--!

OHMIGOSH! OHMIGOSH!

LADIES

Oh my gosh!

WOW! IT'S SPIDER-GIRL!

B-BUT THAT'S THE ROOM COURTNEY JUST--

WOW!

EXCUSE ME! I NEED TO GET PAST YOU--!

HEY!

I'M SORRY, SIR, BUT I...

...

YOU SHOULD REALLY WATCH *WHO* YOU'RE SHOVING, SPIDER-GIRL.

Y-YES, SIR...

AND I HAVE ANOTHER *TIP* FOR YOU...

DUCK!

YOU--?!

THE DAY IS WORKING OUT EVEN BETTER THAN PLANNED.

I TAKE IT YOU KNOW THIS YOUNG WOMAN.

SHE'S THE VERY LASS RESPONSIBLE FOR MY CURRENT TROUBLES.

FUNNY, A SKILLED ACROBAT ABOUT HER SIZE ALSO RUINED ONE OF MY OPERATIONS.

I'M NOT A BIG FAN OF COINCIDENCE.

NOR AM I.

LET'S KILL HER!

W-WHAT'S HAPPENING OUT THERE?

I...I'M NOT SURE, BUT IT DOESN'T CONCERN US.

WE OUGHT TO BE SAFE IN HERE.

YEAH, BUT I SHOULD BE HELPING INSTEAD OF HIDING.

I'M SECRETLY THE *AVENGER* CALLED *J2*...BUT I CAN'T DO MY TRANSFORMATION THING WITHOUT BLOWING MY SECRET IDENTITY.

WHAT A *MESS!*

I-I'LL BET SOMEONE LIKE SPIDER-GIRL NEVER HAS PROBLEMS LIKE THIS!

CLEAR THE AREA, AND EVACUATE THE BUILDING!

YOU HEARD THE LADY! *MOVE!*

MOVE!

B-BUT WE CAN'T ABANDON THIS POOR GIRL--!

MAKE THE *CALL*, SPIDER-GIRL!

THINK YOU CAN HANDLE THIS SITUATION UNTIL REINFORCEMENTS ARRIVE?

Y-YEAH... SURE!

THAT'S GOOD ENOUGH FOR ME!

I-IT IS--?!

IT *HAS* TO BE! THIS IS *YOUR* SHOW!

YOU SUDDENLY FEEL YOURSELF BLUSHING WITH PRIDE...

FOR ALL YOUR DIFFERENCES, YOUR FATHER CAME THROUGH WHEN YOU NEEDED HIM MOST--

--AND YOU CAN'T WAIT TO PROVE THAT HIS FAITH IS JUSTIFIED!

CRAZY EIGHT! IF YOU INSIST ON THROWING YOUR PLAYTHINGS--

--I'LL JUST HAVE TO SNAG THEM ALL, AND TAKE THEM AWAY.

VERY CARELESS, YOUNG LADY!

I MANAGED TO TELEPORT BEHIND YOU WHILE YOU WERE BUSY CHASTISING MY ASSOCIATE.

SPWAKK!

I ATTRIBUTE HER RECKLESSNESS TO INEXPERIENCE!

WHAT'S YOUR EXCUSE?

H-HE ATTRIBUTES YOUR RECKLESSNESS TO INEXPERIENCE?!

INEXPERIENCE?!

THANKS FOR THE ASSIST...*uhhhh*... ***STRANGER***...BUT I COULD HAVE EASILY AVOIDED THIS CLOWN ON MY OWN.

IS THAT SO?

WHY *DIDN'T* YOU?

I...*ummm*... HAVE MY REASONS.

I HATE TO INTERRUPT SUCH A FASCINATING--AND TRULY *POINTLESS*--CONVERSATION BUT I SEEM TO BE STUCK IN *REVENGE MODE*.

A FEW *BUZZ-BOMBS* SHOULD NUDGE ME BACK INTO *ESCAPE* GEAR.

B-BUZZ-

BOMBS?!

TOO OBVIOUS--?

I CAN NEVER TELL.

I'M OPEN TO SUGGESTION IF YOU HAVE A BETTER NAME FOR THEM.

PREFERABLY SOMETHING THAT IS BOTH *DESCRIPTIVE* AND *TRADEMARKABLE!*

KTWAMM!

YOU COULD ALWAYS CALL THEM *FAILURES!*

I'LL UNDERSTAND IF YOU DON'T WANT TO GO IN THAT DIRECTION--

--BUT THAT'S WHAT SPRANG TO MIND WHILE I WAS WHIPPING UP MY PROTECTIVE *WEB-SHIELD!*

YOU'RE *REALLLLLLLY* BEGINNING TO ANNOY ME, YOUNG LADY!

PLEASE BE A GOOD SPORT, AND JUST *DIE* ALREADY!

SORRY, I HAVE CONCERT TICKETS FOR SATURDAY NIGHT.

I HATE TO SOUND UNGRATEFUL--BUT THIS IS ONE SORRY EXCUSE FOR A *BREAKOUT.*

IT REALLY *ISN'T* WORKING, *IS IT?!*

TIME TO CHANGE *TACTICS,* AND UP THE *STAKES!*

YOU MAKE FOR THE EXIT WHILE I DISTRACT THE LADY... *BY FIRING INTO THE CROWD!*

NOW *THAT'S* WHAT I CALL A PLAN!

ARE YOU *INSANE?*

THERE'S ABSOLUTELY *NO WAY--*

--I'LL ALLOW *YOU--*

--TO *ENDANGER* INNOCENT LIVES!

YOU *HEAR* ME--*NO WAY!!!*

--EVEN AS HE INSTINCTIVELY TRIES TO PULL FREE!

KZAKKK

HEY! TAKE YOUR HANDS OFF MY SHIRT!

THE PANIC IN HIS VOICE IMMEDIATELY CAUSES YOUR GRIP TO HARDEN--

ARRRGH!

OOOO! LOOK AT ALL THE PRETTY CIRCUITRY!

AND HERE I ASSUMED YOU WERE SOME KIND OF MUTANT!

WHY DO I SUDDENLY GET THE IMPRESSION THAT I'VE SEEN THE LAST OF MR. NOBODY?

OH, WELL! FREEDOM BECKONS!

I ADVISE YOU TO SURRENDER.

DO YOU--?!

LET ME CLUE YOU TO *REALITY*...

YOU'RE ONLY *ONE MAN*, AND YOU USE A *CANE* FOR SUPPORT.

AS THREATS GO, YOU BARELY RANK ABOVE A *TELETUBBY*.

Aw, gee...

YOU REALLY KNOW HOW TO HURT A GUY.

AND SO DO I!

eeep!

SO MUCH FOR INEXPERIENCE!

JUST WAIT UNTIL YOU FIND YOUR FATHER!

HE'LL PROBABLY GO METEOR BECAUSE YOU DELIBERATELY WENT BEHIND HIS BACK AND BECAME SPIDER-GIRL!

I-IS IT SAFE TO COME OUT NOW?

LADIES

YOU MISSED A GREAT SHOW, COURTNEY. SPIDER-GIRL WAS RICOCHETING ACROSS THE WALLS, SHOOTING WEBS AND SLAMMING HEAT!

YEAH, SHE DID A MAJOR NUMBER ON THE BAD GUYS--

~AS IF YOU DIDN'T KNOW!

EVERYTHING'S FINALLY QUIETING DOWN, BOYS.

WE UNDERSTAND THAT THIS NEW SPIDER-GIRL PERSON CAPTURED SOME COSTUMED CRIMINALS.

SPIDER-GIRL?!

I COULD'VE BEEN BASHING BADDIES WITH SPIDER-GIRL?!

Awww, MANNN!

THANKS TO MR. MANSFIELD AND HIS PARENTS, THE DISTRICT ATTORNEY HAS AGREED TO DROP THE CHARGES AGAINST JIMMY.

YOU'RE FREE TO GO, YOUNG MAN... BUT I HOPE YOU LEARNED A LESSON FROM THIS EXPERIENCE!

YEAH, DON'T MESS WITH SPIDER-GIRL!

Shh!

:Ahem: I'M REALLY SORRY FOR ALL THE TROUBLE I CAUSED, AND I WANT TO MAKE IT UP TO EVERYONE.

ESPECIALLY YOU, MOOSE!

HOW'S ABOUT WE SHAKE HANDS ...AND START OVER..?

HEY! MAYBE I DIDN'T THINK YOU BELONGED IN JAIL, BUT--

--GO STUFF YOURSELF, YAMA!

B-BUT...

B-BUT...

LOOKS LIKE THINGS ARE FINALLY SETTLING BACK TO NORMAL.

UNFORTUNATELY!

SHALL WE RETURN HOME, MAY?

I BELIEVE YOU WANTED TO CHAT...

:eep!:

YOU'RE LATE...

I'VE BEEN WAITING FOR YOUR REPORT...

BAD NEWS, BIG BOY! MR. NOBODY JUST COULDN'T MAKE IT TONIGHT!

YOU'LL HAVE TO MAKE DO WITH A LAST MINUTE SUBSTI-TUTION!

DAREDEVIL!

I WON'T INSULT YOUR INTELLIGENCE BY PRETENDING TO BE PLEASED BY THIS VISIT!

WHAT DO YOU WANT? I THOUGHT OUR BUSINESS CONCLUDED WITH MY CONVICTION.

OUR BUSINESS WILL *NEVER* BE CON-CLUDED!

BUT THAT'S NOT WHY I'M HERE...

I'M AFRAID THINGS DID NOT GO *WELL* AT THE COURTHOUSE THIS AFTERNOON...

THANKS TO A YOUNG ASSOCIATE OF MINE!

AND, BASED ON TODAY'S FOOLISHNESS, IT'S OBVIOUS THAT YOU NEED AN IMPORTANT REMINDER, OLD FRIEND...

I CAN STILL REACH YOU...

--WHEREVER YOU ARE--

--WHENEVER I CHOOSE!

I THOUGHT WE HAD ALREADY SETTLED THIS **SPIDER-GIRL** NONSENSE!

CAN YOU IMAGINE MY SURPRISE WHEN YOU SUDDENLY POPPED UP IN COSTUME?

BUT DADDY, I--

LET ME **FINISH**, YOUNG LADY.

WHEN I FIRST GOT MY POWERS I WAS ECSTATIC.

I THOUGHT THEY WERE A GIFT FROM HEAVEN.

BUT SOMETHING HAPPENED ALONG THE WAY TO CONVINCE ME THAT THEY WERE ALSO AN AWESOME **RESPONSIBILITY.**

BEING A SUPER HERO ISN'T ALL FUN AND GAMES!

IT CAN BE EXTREMELY **DANGEROUS**, AND IT'S ALWAYS **FRUSTRATING!**

THE DEMANDS ARE CONSTANT, AND THE REWARDS ARE FEW.

AND IT CAN CREATE AN EVER-WIDENING GULF BETWEEN YOU AND THE VERY ONES YOU **LOVE.**

I KNOW WHAT I'M TALKING ABOUT, MAY.

I CARRIED THAT AWFUL BURDEN MORE YEARS THAN I CARE TO REMEMBER!

EVENTUALLY THE TIME CAME FOR ME TO STOP PLAYING HERO--

--TO QUIT TRYING TO SAVE THE WORLD FROM THE MENACE DU JOUR--

--AND START FOCUSING ON MY RESPONSIBILITY TO MY FAMILY!

WHEN I FIRST LEARNED THAT YOU'D INHERITED MY POWERS, I JUST WANTED TO **AVOID** THE ISSUE...

TO SPARE YOU ALL THE PAIN AND MISERY THAT I SUFFERED.

I DIDN'T WANT MY LITTLE GIRL EXPOSED TO THE **DARKEST** SIDES OF HUMANITY.

I WAS WRONG!

THIS IS NOT GOING TO GO AWAY.

I REALIZED THAT TODAY WHEN I SAW YOU IN ACTION.

INSTEAD OF STICKING MY HEAD IN THE SAND, I SHOULD HAVE REALIZED THAT I'VE BEEN GIVEN A GREAT RESPONSIBILITY...

IT'S MY JOB TO HELP YOU LEARN TO USE YOUR POWERS--

--AND BECOME THE BEST **SPIDER-GIRL** YOU CAN BE!!

YOUR NAME IS MAY "MAYDAY" PARKER--

--AND TODAY IS TRULY THE **FIRST** DAY OF THE REST OF YOUR LIFE!!

THE **END**... FOR NOW!

MARVEL COMICS

THE DAUGHTER OF THE TRUE SPIDER-MAN!®

SPIDER-GIRL™

JUNE #9

APPROVED BY THE COMICS CODE AUTHORITY

AND NOW, BY POPULAR DEMAND, WE ARE PLEASED TO PRESENT--

--THE LONG-AWAITED DEFEAT OF SPIDER-GIRL!

DEFALCO OLLIFFE BREEDING

STAN LEE PRESENTS THE STUNNING SPIDER-GIRL!

TRAINING MATTERS!

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU SHOULD BE MUCH MORE CARE-FUL ABOUT WHAT YOU WISH FOR.

EVER SINCE YOU LEARNED THAT YOUR FATHER USED TO BE THE COSTUMED ADVENTURER KNOWN AS SPIDER-MAN--

--(AND THAT YOU HAD SOMEHOW INHERITED HIS AMAZING POWERS)--

--YOU'VE DREAMED OF THE DAY WHEN HE'D FINALLY ACCEPT THE FACT THAT YOU INTENDED TO FOLLOW IN HIS WEB-STEPS--

--WHEN HE'D TAKE YOU UNDER HIS WING AND TEACH YOU EVERYTHING YOU NEEDED TO KNOW ABOUT THE HERO BIZ.

THAT DAY HAS ARRIVED AT LAST!

HAPPY NOW?

NO! NO! NO!

TOM DeFALCO	PAT OLLIFFE	AL WILLIAMSON	JACK MORELLI & CHRISTIE SCHEELE	BOB HARRAS
writer	penciler	inker	letterer colorist	chief

YOU MUST BE ABLE TO *DODGE* AN OPPONENT'S ATTACK WHILE SIMULTANEOUSLY *LAUNCHING* ONE OF YOUR OWN!

YOU'RE MUCH TOO HESITANT WITH YOUR *WEB-SHOOTERS!*

THERE'S NO TIME TO PLAN *EVERY SHOT!*

YOU NEED TO AIM *QUICKLY* AND *DECISIVELY*--

--OR **PAY** THE PRICE!!

THAT'S ENOUGH FOR THIS MORNING.

IT'S ALMOST *FIVE-THIRTY.* TIME TO CLEAN UP, HEAD HOME, AND GET READY FOR WORK.

Uhhhh...

SURE.

FIVE-THIRTY?

FIVE-THIRTY?!?

FOR THE PAST WEEK HE'S BEEN DRAGGING YOU OUT OF BED AT **FOUR** A.M. FOR EACH ONE OF THESE LITTLE PRACTICE SESSIONS.

COME ON! YOU NEED TO SHOWER BEFORE GOING TO SCHOOL.

NOBODY EVER SAID BEING A SUPER HERO WAS EASY--

--BUT EVERY-ONE SHOULD BE ENTITLED TO A DECENT NIGHT'S SLEEP!

MAY!!
MAY!!

WHUZZATZ!
RISE AND SHINE, HOTSHOT!
YOU NEED TO HUSTLE FOR YOUR MORNING CLASSES!
SNAP!
WH-WHERE'S DAD?
HE LEFT AN HOUR AGO.

I KNOW THIS *SPIDER-GIRL* THING IS REAL IMPORTANT TO YOU, HONEY...
...BUT ARE YOU READY FOR SUCH A COM-MIT-MENT?
I KNOW I CAN :yawn!: HANDLE IT, MOM.
THAT'S *NOT* THE QUESTION!

DO YOU REALLY WANT TO BE A SUPER HERO?
IT'S A PRETTY AWE-SOME RESPONSIBILITY, AND YOU ALREADY HAVE PLENTY ON YOUR PLATE.
B-BUT, I HAVE THIS GREAT *POWER*, AND--
SAVE IT! I'VE HEARD THAT LINE BEFORE!

YOU JUST WATCH YOUR *GRADES*, YOUNG LADY.
I DON'T WANT THEM TO SUFFER BECAUSE YOU'RE TOO BUSY SAVING THE WORLD!
DON'T WORRY, MOM!
I'VE GOT THINGS UNDER CONTROL!
DO YOU?
YOU DOZED OFF DURING YESTERDAY'S ENGLISH CLASS, AND ARE THREE LAB REPORTS BEHIND IN BIOLOGY.

THINGS WERE WAYYYY BETTER BEFORE YOUR PARENTS BECAME SO ACCEPTING!

MOVE ALONG!

MIDTOWN HIGH SCHOOL

STOP HOGGING THE WATER FOUNTAIN!

YOU FRESHMEN BELONG IN CLASS!

UHHH... YES, SIR! SORRY!

W-WE DON'T WANT NO TROUBLE, YAMA!

THAT'S MISTER YAMA TO YOU, KID!

W-WHAT'S WITH JIMMY? WHY IS HE ACTING LIKE SUCH A BIG JERK?

THAT DWEEB'S GONE PSYCHO, GIRL!

HE'S BEEN A TOTAL TESTOSTER-ONE FREAK EVER SINCE HE FLATTEN-ED MOOSE! *

*IN SPIDER-GIRL #7.

B-BUT THAT WAS JUST AN ACCIDENT.!

HE'S LUCKY MOOSE DIDN'T PULVERIZE HIM!

STILL COULD HAPPEN.

MANSFIELD AIN'T THE FORGIVING TYPE!

I'D HATE TO BE IN YAMA'S NIKES WHEN MOOSE GETS OUT OF HIS NECKBRACE!

HEY, PRETTY LADIES!

YOU HEAR ABOUT TONIGHT'S CONCERT?

I'M THINKING THE THREE OF US COULD HAVE A WILD TIME IF WE--

UMMM... GIRLS?

WAS IT SOMETHING I SAID?

WHAT A DAY! YOUR DAD'S PLAYING DRILL SERGEANT, YOUR MOM'S QUESTIONING YOUR COMMITMENT, JIMMY'S GONE MACHO--

--AND, COME THE LUNCH HOUR, YOU STILL HAVE TO CONTEND WITH YOUR UNCLE PHIL!

FASTER! YOU NEED TO TRUST YOUR REFLEXES AND MOVE INSTINCTIVELY!

PHIL URICH WORKS WITH YOUR DAD AT THE POLICE LAB.

UNLIKE YOUR PARENTS, HE'S ALWAYS SUPPORTED YOUR DECISION TO BE SPIDER-GIRL!

AND HE'S BEEN SECRETLY TRAINING YOU WITHOUT THEIR KNOWLEDGE!

HAVE YOU BEEN GETTING ENOUGH SLEEP, MAY?

YOU SEEM A BIT SLUGGISH.

LET'S CALL IT QUITS FOR TODAY.

I WANT TO GET BACK TO THE LAB BEFORE YOUR DAD STARTS QUESTIONING MY LONG LUNCHES.

SAME TIME TOMOR-ROW?

SOUNDS ...GREAT UNCLE PHIL!

SOMETHING BOTHERING YOU, MAY?

YOU CAN TALK TO ME ABOUT ANYTHING, YOU KNOW?

I-IT'S NOT IMPORTANT.

JUST SCHOOL JUNK.

LIAR!

NOW THAT YOUR DAD'S TEACHING YOU HOW TO USE YOUR POWERS, DO YOU STILL NEED THESE AFTER-NOON SESSIONS?

BUT UNCLE PHIL'S BEEN WITH YOU ALL ALONG!

I-IT WOULD BE SOOOO UNFAIR TO DUMP HIM.

AND YET, HOW MUCH TRAINING DOES A SPIDER-GIRL NEED?

MAYBE YOU SHOULD JUST BE HONEST WITH EVERYONE, AND--

WEEEEEE

WHAT'S WITH YOU PEOPLE?

DIDN'T I GO OUT OF MY WAY TO, LIKE, WARN YOU NOT TO SET OFF THAT STUPID ALARM?

YOU ONLY HAVE YOURSELVES TO BLAME FOR THE MAJOR ZAPPING NOW HEADED YOUR WAY!!

ARRGH!!

WHAT A RUSH!!

THOSE STUPID BADGES NEVER KNEW WHAT HIT 'EM!

I AM SOOOO INTO THIS POWER THING!

ANYTHING I WANT IS, LIKE, MINE FOR THE TAKING!

I PITY THE POOR FOOL WHO TRIES TO GIVE ME ANY 'TUDE!

SOME DAY, I'M GONNA LINE UP EVERY DUDE WHO EVER DISSED ME--

--AND KICK MAJOR BOOTY!!

EVERY MAN NEEDS A DREAM!

W-WHO ARE YOU?

OOOOO!

NOT QUITE THE REACTION I WAS LOOKING FOR.

IF THE WEBS ON MY FACE AND SPIDER ON MY CHEST DON'T CLUE YOU, I REALLLLYY NEED TO HIRE A PRESS AGENT!

TAKE A HIKE, LADY! I GOT NO INTEREST IN FIGHTING YOU!

LEAVE ME ALONE, OR I'LL ROAST YOUR PRETTY LITTLE RUMP AS EASILY AS I FLASH-FRY THESE USELESS WEBS!

KA-

ZAK

HEY!! YOU KEEP YOUR ZAP-BOLTS TO YOURSELF, MISTER!

I DON'T ALLOW JUST ANYONE TO MESS WITH MY WEBS--

--AND YOU SHOULD BE ASHAMED OF YOURSELF FOR MENTIONING MY RUMP!!

SMAKK

ZOK

YEEOWW!

Y-YOU SHOULD'VE STAYED OUT OF MY FACE, LADY!

THIS'LL TEACH YOU TO KEEP YOUR DISTANCE!

DON'T BET ON IT, SPARKY! YOU BARELY MANAGED TO SINGE ME... THANKS TO CLEAN LIVING AND FASTER THAN AVERAGE REFLEXES!

I UNDERSTAND YOU'RE, LIKE, INTO THE WHOLE *HERO-VILLAIN* DYNAMIC, BUT THERE'S NO NEED TO BE PATRONIZING.

THE NAME'S NOT SPARKY--

I CALL MYSELF **KILLER-WATT!**

YOU THINK THAT UP BY YOUR-SELF?

YEAH...

IT CAME TO ME ABOUT THE SAME TIME I LEARNED THAT I COULD *ELECTRIFY* MY FIST, AND--

--DELIVER THIS **POWER PUNCH!!**

VERY IMPRESSIVE--

--BUT IT WOULD HAVE WORKED BETTER IF YOU HAD ACTUALLY MANAGED TO TAG ME!

MAYBE, BUT I KIND'A FIGURED YOU'D LEAP OUTTA THE WAY--!

AND--AS COOL AS YOU ARE-- YOU EVENTUALLY HAVE TO LAND!

ZAK

OUCH! THAT REALLY MUST HAVE HURT!

SINCE THIS IS MY FIRST SUPER-BATTLE, I'M A LITTLE VAGUE ON THE ACCEPTED ETIQUETTE.

AM I SPECIFICALLY REQUIRED TO DEVISE AN ORNATE DEATH-TRAP?

OR CAN I SIMPLY REMOVE YOUR MASK BEFORE PITCHING YOU OVER THE SIDE OF THIS BUILDING?

KEEP YOUR HANDS TO YOURSELF, BUDDY BOY!

IN THIS AGE OF HEIGHTENED SENSITIVITY, EVEN A DIM BULB LIKE YOU SHOULD REALIZE THAT'S A BIG NO-NO!

Whoa! WHERE'D YOU SUDDENLY COME FROM, DUDE?

Y-YOU JUST WANDERING BY, OR DO YOU HAVE SPECIAL INTEREST IN THIS BABE?

I REALLY HOPE YOU'RE NOT, LIKE, HER FATHER OR SOMETHING?!

YOU DON'T WANT TO KNOW WHAT I AM, MISTER!

:UNNNGHH:

JUST COUNT YOURSELF BLESSED THAT I'M MORE CONCERNED WITH HER WELFARE... THAN YOUR CAPTURE!

D-DARKDEVIL?

HI.

W-WHAT HAPPENED TO KILLER-WATT?

GONE.

I--I REALLY BLEW IT AGAINST HIM, DIDN'T I?!

AN UNDER-STATEMENT!

YOU WERE CARELESS, CLUMSY AND INCOMPETENT... AND ARE SOOO LUCKY TO BE ALIVE RIGHT NOW!

YOU SHOULD REALLY HANG IT UP WHILE YOU STILL CAN, LITTLE GIRL!

NOT EVERYONE IS CUT OUT FOR THE HERO BIZ!

MIDTOWN HIGH

DID I TELL YOU PRETTY LADIES HOW MOOSE'S PARENTS EVEN HAD ME ARRESTED BECAUSE THEY WERE AFRAID I'D GO AFTER HIM AGAIN?

TOO MANY TIMES, JIMMY... AND WE'RE STILL NOT IMPRESSED!

WAIT UP, MARIA! I WANT TO TALK TO YOU ABOUT THE *CONCERT* TONIGHT!

HA! YOU SHOULD STICK WITH YOUR *MOOSE* STORY!

MOOSE STORY?

I HEAR YOU BEEN SPREADING LIES ABOUT ME ALL OVER SCHOOL, YAMA.

I--I'M JUST TELLING IT THE WAY IT *HAPPENED*, MOOSE!

Oh, YEAH?

Y-YOU'D BETTER BACK OFF, MOOSE. I DON'T WANT TO FIGHT...

...NOT WHILE YOU STILL HAVE THAT NECK-BRACE ON!

THAT'S NO EXCUSE...

WHAT'S GOING ON HERE?

Uhhhh...

N-NOTHING, COURTNEY.

N-NOTHING AT ALL!

SEE YA!

D-DID YOU *SEE* THAT?

MOOSE LOOKED... TERRIFIED!

WELL, I *DID* THREATEN TO BEAT ON HIM AGAIN.

SAY, COURT ...YOU KNOW WHERE I CAN FIND *MAY*?

"YOU SHOULD REALLY HANG IT UP WHILE YOU STILL CAN, LITTLE GIRL!"

"NOT EVERYONE IS CUT OUT FOR THE HERO BIZ!"

SOUNDS LIKE YOU CAN ADD DARKDEVIL TO A GROWING LIST THAT ALREADY INCLUDES YOUR MOM, DAD, AND UNCLE.

GO MAGICS BEAT the COUGARS!!!

MAYBE YOU SHOULD JUST TAKE THEIR ADVICE, AND --Uh-Oh!!

PARKER--?!

YOU IN HERE?

WHAT'S UP, BRAD?

I WAS JUST...UH, SHOOT-ING A FEW HOOPS BETWEEN CLASSES!

BOP

BOP

YEAH! I KNOW HOW YOU LIKE TO SLIP IN HERE DURING YOUR FREE TIME!

Y-YOU DO?!

LISTEN, MAYDAY...I, Uhm... I'VE BEEN MEANING TO ASK YOU ABOUT SOME-THING...

THERE'S THIS CONCERT TONIGHT, AND I WAS KIND'A HOPING THAT...

AAAA-ha!!
THERE YOU ARE!
EXIT
I'VE BEEN LOOKING FOR YOU ALL OVER, PRETTY LADY!
YOU MIND GIVING US A MINUTE, BRAD?
I NEED TO TALK TO MAY IN PRIVATE.
JIMMY! WE'RE IN THE MIDDLE OF A CONVERSATION!
REALLY? WHAT'S THE TOPIC? GOTTA BE SOMETHING TO DO WITH SPORTS IF A JOCK LIKE BRAD IS PARTICIPATING!
NEVER MIND, YAMA!
I...I'LL CATCH YOU LATER, MAY.
B-BUT--!
LET HIM GO! HE'S A MUSCLEBOUND LOSER... LIKE HIS BUDDY, MOOSE!
YOU DESERVE BETTER, MAY!
IN FACT, YOU DESERVE THE VERY BEST AND THAT MEANS--
EXIT
SHUT UP, JIMMY!
YOU'RE REALLY STARTING TO BURN ME!!

JIMMY USED TO BE ONE OF YOUR BEST BUDS...

BUT HE'S BEEN ACTING ALL WEIRD EVER SINCE HIS BIG FIGHT.

HE SHOULD JUST CALM DOWN...

SHOULD STOP TRYING TO IMPRESS EVERYONE...

AND JUST BE HIMSELF!

YEAH...

GREAT ADVICE!

=YAWN=

POLICE
MIDTOWN SOUTH

SOUNDS LIKE YOU COULD USE MORE SLEEP AT NIGHT, PETE.

Y'KNOW, PHIL, MAYBE I SHOULD BE HITTING THE GYM WITH YOU EVERYDAY, INSTEAD OF GOING TO LUNCH.

Uhhh... SURE... WHENEVER YOU WANT.

WE'RE SWITCHING TO A DEVELOPING STORY IN QUEENS--

--WHERE AN AS YET UNIDENTIFIED COSTUMED HEROINE HAS REPORTEDLY ENTERED A BUILDING--

--THAT IS BELIEVED TO BE THE STRONGHOLD OF A GROUP OF TERRORISTS!

I DON'T KNOW IF YOU CAN HEAR IT OVER MY MICRO-PHONE, BUT THE SOUND OF RAPID GUNFIRE IS COMING FROM INSIDE!

LIVE 4

4

WE'VE BEEN INFORMED THAT THE POLICE ARE PREPARING TO LAUNCH AN ALL-OUT ASSAULT WHICH WE'LL BROAD-CAST LIVE AS IT-- WAIT! SOMETHING IS HAPPENING!!

AN EERIE SILENCE HAS SUDDENLY SETTLED OVER THE -- Omigosh!!

ALL OF THE PURPORTED PERPETRATORS APPEAR TO HAVE BEEN SUBDUED!

AND HERE COMES OUR HEROINE NOW... STINGER OF THE NEW AVENGERS!!

EYEWITNE

57

9

ST-STINGER?

YEAH...

STINGER!

Ahhh! IT'S A BEAUTIFUL DAY IN THE NEIGHBORHOOD!

I WOULDN'T KNOW.

YOU NEED TO RELAX, MY DEAR!

UNWIND AND ENJOY YOURSELF!

I HEAR *MUSIC* CAN BE QUITE SOOTHING...

"PERHAPS YOU SHOULD TAKE IN A CONCERT!"

I THOUGHT YOU WERE FINALLY GONNA MAKE A MOVE ON PARKER?

YEAH, WELLLL, THINGS DIDN'T GO AS PLANNED!

HOW COME YOU'RE STAG?

I DUNNO.

I THINK I'M KINDA STUCK ON COURTNEY.

COURTNEY?!

AS IN COURTNEY *DURAN*?!

I THOUGHT YOU *HATED* HER!

KEEP IT DOWN, MAN!

I GOT MY REASONS FOR BEING INTERESTED.

CREEP!

FLAKES!

AND *MORONS*!

SOUNDS LIKE YOUR KIND OF PEOPLE...

BUT I TAKE IT YOU'RE NOT A FAN!

NO WAY! I USED TO CREW FOR THIS BAND-- THEIR NUMBER ONE ROADIE-- BUT THEY JUST TREATED ME LIKE GARBAGE!

THEY USED TO DOG ME--ME--EVERY TIME THEIR CHEAP-BUTTED EQUIP-MENT WOULD, LIKE, GO FREAKY!

IN FACT, THAT'S KIND'A HOW I GOT ZAPPED!

I COULD'A BEEN FRIED TO A CRISP...

"BUT HEY, I AIN'T COMPLAININ'!"

"THE ACCIDENT MADE A NEW MAN OUT OF ME!"

AND NOW I'M GONNA SHOW THESE WASTES HOW GRATEFUL I AM!

EXCUSSSSE ME! IN CASE YOU HADN'T NOTICED, I'M THE HERO OF THIS PIECE!

IT'S MY JOB TO STOP YOU!

YOU'RE, LIKE, WELCOME TO TRY!

KAR-ZAAAK

HI, GUYS!

REMEMBER ME?

YOU SHOULD NEVER RUN OUT ON A LADY IN THE MIDDLE OF A CONVER-SATION!

IT'S JUST PLAIN *RUDE!*

UFFFTT!!

YOU'RE REALLY STARTIN' TO *BUG* ME, BABE!

BABE?

BABE?!

YOU EVER THINK ABOUT CATCHING SOME SENSITIVITY TRAINING?

RIGHT! LIKE I'D *REALLLY* WASTE MY TIME WITH THAT NOISE!

I...I RECOGNIZE YOU!

YOU'RE THE DEADHEAD WHO BLEW ALL OUR AMPS!!

AND I'LL DO THE SAME TO YOUR *MIND!*

DOUBT IT!!

WE HERO TYPES HAVE A LOW THRESH-OLD WHEN IT COMES TO CIVILIAN CASUALTIES!

A PIECE OF FREE ADVICE--GET SOMEONE TO MENTOR YOU WITH THIS VILLAIN THING--

--SO THAT YOU DON'T MAKE SUCH OBVIOUS MISTAKES!

YOU ARE WEIRD, LADY!

REALLY WEIRD!

Y'KNOW, I DON'T THINK THAT SPECIAL EFFECTS GUY IS PART OF THE SHOW!

ISN'T SPIDER-GIRL GREAT?

YEAH... AND I THINK I KNOW HER TRUE IDENTITY!

CUT IT OUT, LADY!!

STOP JACKRABBITING AROUND ME!

YOU'RE MAKING ME LOOK LIKE A FOOL!

THAT'S 'CAUSE YOU PROVIDE SUCH WONDERFUL RAW MATERIAL!

I'LL ZAP YOU INTO THE MIDDLE OF NEXT WEEK!

AIM FOR THURSDAY NIGHT!

THERE'S A TELEVISION SHOW I'M ANXIOUS TO SEE!

EVEN AS YOU LEAP, BLINDLY, TRUSTING YOUR REFLEXES TO CARRY YOU ABOVE HIS BLAST, YOU HAVE TO SMILE--

--IF ONLY YOUR UNCLE PHIL COULD SEE YOU NOW!

YOUR DAD IMMEDIATELY COMES TO MIND AS YOUR WEBBING SMACKS HOME--

--DECISIVELY THREADING THE NEEDLE BETWEEN KILLERWATT'S TWO HANDS!

SPLAT!!

AS TEDIOUS AS THEY CAN BE, THOSE EARLY MORNING SESSIONS SEEM TO BE PAYING OFF!!

YESSS!

ARRKKK!!

HI!

I WAS HOPING TO RUN INTO YOU!

YOU SEEM TO BE IN BETTER SPIRITS.

YOUR TIP PAID OFF!

THANKS!

I HOPE YOU WON'T BE SHALLOW ENOUGH TO REVEL IN SUCH AN INSIGNIFICANT WIN!

YOU STILL HAVE A LOT TO LEARN, LITTLE GIRL!

I KNOW.

NOW IF YOU'LL EXCUSE ME, I PLAN TO TURN IN EARLY TONIGHT!

I WANT TO BE FRESH FOR SCHOOL TOMORROW!

THE END ...FOR NOW!

MARVEL COMICS 2

JULY
#10

APPROVED BY THE COMICS CODE AUTHORITY

THE DAUGHTER OF THE TRUE SPIDER-MAN!®

SPIDER-GIRL™

AT LAST! THE TEAM-UP YOU DEMANDED!

OUR GIRL FINALLY JOINS FORCES WITH...

THE SPECTACULAR SPIDER-MAN®

Stan Lee PROUDLY PRESENTS
A MAJOR TURNING POINT IN
THE LIFE OF THE EVER-STUNNING
SPIDER-GIRL!

FATHER'S DAY!

HEY! HEY! WHAT'S GOING ON HERE?

YOU AND YOUR BUDS MUST HAVE MISSED THE LAST NEIGHBORHOOD NEWSLETTER, CHARLIE--

--BUT I'M AFRAID *CARJACKING* IS NOW CONSIDERED A MAJOR *NO-NO* IN THIS AREA!

TOM DeFALCO WRITER	PAT OLLIFFE PENCILER	AL WILLIAMSON INKER	JANICE CHIANG LETTERER	CHRISTIE SCHEELE COLORIST	BOB HARRAS CHIEF

TELL EVERYONE IN YOUR CELLBLOCK TO KEEP OUT OF *FOREST HILLS.*

IT'S NOW PROTECTED BY A BRAND NEW, NOT-SO-FRIENDLY, NEIGHBORHOOD *WEB-SWINGER.*

CRAAAK!

SHUT UP, LADY! WE HAD A NICE BUSINESS GOING HERE, AND WE'RE NOT GONNA--

SWAKK!

=AARKK=

W-WHAT THE--?!

YOU PAUSE, MOMENTARILY CONFUSED AS THE YOUNG MAN SUDDENLY CRUMBLES BEFORE YOU.

AND THEN--

FWOK!

DAD!

W-WHY'D YOU CLUNK THAT LAST GUY? I COULD HAVE EASILY HANDLED HIM MYSELF.

MAYBE, BUT IT'S ALMOST *SIX-FIFTEEN.* TIME YOU STARTED GETTING READY FOR SCHOOL.

MAYBE?

MAYBE?!

THREE-- ALMOST FOUR-- CARJACKERS IN TWO MINUTES.

NOT BAD.

YOU SHOW DEFINITE SIGNS OF IMPROVEMENT.

YOUR NAME IS "MAYDAY" PARKER, AND YOUR LIFE IS SUDDENLY FULL OF MAYBES...

YOU RECENTLY LEARNED THAT YOUR FATHER WAS THE ORIGINAL **SPIDER-MAN**, AND THAT YOU HAD SOMEHOW INHERITED HIS AMAZING POWERS.

MAYBE YOU SHOULDN'T HAVE TRIED TO CONVINCE HIM TO ALLOW YOU TO FOLLOW IN HIS WEB-LINES...

MAYBE YOU SHOULDN'T HAVE AGREED TO HIS EARLY MORNING PRACTICE SESSIONS...

PARKER!

HEY, PARKER!

W-WHAT IS IT, BRAD?

MAYBE YOU SHOULD PAY MORE ATTENTION WHEN YOU'RE IN MIDTOWN HIGH.

WE'VE GOT TO DO SOMETHING ABOUT **JIMMY YAMA**.

THE GUY'S BEEN ON A TESTOSTERONE JAG EVER SINCE HE ACCIDENTALLY PUT **MOOSE** IN A NECK BRACE.

LISTEN TO THE MAN, GIRLFRIEND! THE NERD'S PULLING A **TYSON**, STRUTTING EVERYWHERE LIKE HE'S THE BIG CHAMP.

BRAD AND **DAVIDA** ARE OVERREACTING, MAY.

JIMMY MAY BE A LITTLE FULL OF HIMSELF, BUT HE'D NEVER DO ANYTHING STUPID.

RUBBING MOOSE'S NOSE IN HIS DEFEAT ISN'T JUST STUPID-- **IT'S SUICIDAL!**

SOMEBODY BETTER STRAIGHTEN YAMA OUT BEFORE HE GETS FRACTURED.

SOMEBODY LIKE... *me?!*

Well!!!!!... HE USUALLY LISTENS TO YOU!

AND MAYBE-- just maybe-- YOU NEED NEW FRIENDS!

HEY! DIDN'T I TELL YOU FRESHMEN TO CALL ME *MISTER* YAMA?
WHAT OF IT, GEEK?
DID YOU SAY "*GEEK*"?
I DO BELIEVE I DID.
ME, I PROBABLY WOULD HAVE GONE WITH *WIMP* OR *WUSS*.
D-DO YOU GUYS KNOW *WHO* I AM?
I'M *JIMMY YAMA*, THE KID WHO FLATTENED *MOOSE MANSFIELD*.
"*FLATTENED--?!*"
WOULD YOU GENTLEMEN PLEASE EXCUSE US?
Mister YAMA AND I NEED SOME PRIVATE TIME.
SURE THING, MOOSE.
Hasta la vista, YAMA!
W-WHAT'S GOING ON HERE?!
Y-YOU SHOULD BE *ASHAMED* OF YOURSELF, MANSFIELD!
YOU WERE GOING TO START ANOTHER FIGHT--KNOWING FULL WELL THAT JIMMY WOULD NEVER DEFEND HIMSELF WHILE YOU WERE STILL WEARING THAT BRACE!
YEAH, COURTNEY...*SURE*... WHATEVER YOU *SAY*.
MOOSE IS BACKING OFF?
MOOSE?!
MAYBE YOU'RE THE ONE WHO NEEDS THE PRIVATE TIME.

AS LUCK WOULD HAVE IT, YOUR REGULAR LUNCH DATE HAS A DENTAL APPOINTMENT TODAY--

--GIVING YOU A FREE HOUR BEFORE YOUR NEXT CLASS.

WALTER'S WINDOWS

RATHER THAN WASTE THIS PRECIOUS OPPORTUNITY, YOU STUFF YOUR CIVVIES INTO YOUR BACKPACK, AND--**HOO-HA!**

YOU COMPLETE TWO **TRIPLE SOMERSAULTS**, AND ARE ABOUT TO ATTEMPT A **QUADRUPLE** WHEN...

NOT A BAD WORKOUT, BUT I'M SURE I CAN DO BETTER IF I KEEP PUSHING MYSELF. I'VE GOT TO PROVE TO MY DAD THAT I CAN-- ***WHOA!*** THERE GOES A ***FANTASTICAR!***

I WONDER WHICH MEMBER OF THE ***FANTASTIC FIVE*** IS DRIVING?

WHY SHOULD I PLAY GUESSING GAMES WHEN I CAN EASILY FIND OUT BY DOING MY WEB THING?

HI, FRANKLIN! I WAS HOPING TO FIND YOU BEHIND THE WHEEL!

SPIDER-GIRL! I'M REAL GLAD TO SEE YOU.

Y-YOU ARE--?!

COOOOL!

FRANKLIN RICHARDS, AKA **PSILORD**, IS A PRIMO HOTTIE!

BUT HE'S ALSO A MEMBER OF THE WORLD'S GREATEST SUPER-TEAM!

SHOULD I BE FLATTERED...OR WORRIED?

AS MUCH AS I WISH MY INTEREST WAS STRICTLY SOCIAL, I'M AFRAID I HAVE HARSH NEWS.

THE FS JUST LEARNED THAT SPYRAL HAS SOMEHOW MANAGED TO ESCAPE PRISON.

SPYRAL--AT THE MENTION OF HIS NAME YOU BLINK BENEATH YOUR MASK!

--WITH A RUTHLESS COSTUMED MADMAN WHO CLAIMED TO BE FROM AN ALTERNATE DIMENSION!

AND, IN THAT VERY INSTANT, YOU REMEMBER YOUR BATTLE IN THE FS MUSEUM*--

*SEE SPIDER-GIRL #3.

I ASSUME YOU WANT ME TO HELP FIND HIM.

Well!!!...uhhh... SINCE YOU'RE STILL NEW AT THE HERO BIZ...

THE OTHER MEMBERS OF THE FS THOUGHT IT WOULD BE BETTER...

IF YOU KIND OF STAYED *out* OF OUR WAY!

SURE!

NO PROB!

BYE!

SPIDER-GIRL, *WAIT!* I...I DIDN'T MEAN TO OFFEND YOU!

PITY! YOU DID SUCH A GOOD JOB AT IT!

BAD ENOUGH YOUR FATHER HAS NO CONFIDENCE IN YOU, BUT FRANKLIN--!

Aw, maaaan!

STILL, YOU DID CATCH A QUICK PEEK AT THE FRANKIE BOY'S SEARCH MAP.

BY HEADING FOR THE FARTHEST CORNER OF HIS ASSIGNED AREA, YOU CAN COVER A FEW BLOCKS BEFORE HE ARRIVES.

WOULDN'T YOU JUST LOVE TO SHOW HIM UP BY--*Uh-oh!*

Y'KNOW, BEATING FRANKLIN DOWN HERE MIGHT NOT HAVE BEEN YOUR WISEST MOVE!

ON THE OTHER HAND, THINK OF THE EXPRESSION ON HIS FACE WHEN HE FINDS YOU WAITING FOR HIM.

HE SHOULD ARRIVE ANY MOMENT NOW...

ANY MOMENT AT ALL!

EXCELLENT! THE WARP FIELD IS ALREADY STABILIZING.

I'LL BE HOME IN THE BLINK OF AN EYE.

IF MY CALCULATIONS ARE CORRECT, I'VE FINALLY SEEN THE LAST OF THIS PATHETIC, COPYCAT VERSION OF THE TRUE REALITY.

WAIT! YOU CAN'T LEAVE UNTIL I'M SURE YOU'VE RETURNED ALL YOUR OVERDUE LIBRARY BOOKS.

SPIDER-GIRL--?

YOUR TIMING IS A LITTLE OFF, MY DEAR.

SINCE I'VE ALREADY PIERCED THE ENERGY FIELD, *NOTHING CAN POSSIBLY STOP ME NOW!*

ITTTTTTTTTTTTTTT

YEAH! YEAH! I'VE HEARD THAT NOISE BEFORE, BUT--*GUESS WHAT*--I'M NOT FALLING FOR.

W-Whoa--!

T-THAT WAS WILD!

THE WORLD CONTINUES TO SPIN AND CORKSCREW AROUND YOU--for a decade or two--BEFORE YOU SUDDENLY REALIZE THE WAREHOUSE IS ON FIRE--

--AND THERE'S NO SIGN OF EITHER SPYRAL OR HIS WACKY GIZMO.

ANOTHER DOZEN YEARS PASS AS YOU STRUGGLE TO YOUR FEET, AND THEN...

OH, MAN! MAN!

M-MAYBE FRANKIE AND MY DAD ARE RIGHT ABOUT ME.

UNABLE TO FACE THE AFOREMENTIONED F-FIVER--what's keeping him, anyway?--YOU DUCK OUT.

WITH YOUR HEAD POUNDING LIKE A JACKHAMMER, YOU TAKE THE SHORTEST ROUTE BACK TO MIDTOWN HIGH-- HOPING TO CATCH AT LEAST SOME OF YOUR AFTERNOON CLASSES.

LOOK! IT'S THAT WEB-SWINGING MENACE!

I'LL BET HE'S RESPONSIBLE FOR THAT WAREHOUSE FIRE!

THE DAILY BUGLE'S RIGHT ABOUT THAT GOGGLE-EYED FREAK! HE SHOULD BE LOCKED UP!

EVEN WITH YOUR POUNDING HEADACHE, YOU CAN'T HELP BUT SMILE AS YOU NOTE THE PRONOUN CONFUSION.

TOURISTS-- YA GOTTA LOVE 'EM!

FINDING A SECLUDED ALLEY, YOU CHANGE CLOTHES AND RACE FOR CLASS.

MIDTOWN HIGH SCHOOL

TO YOUR SURPRISE, OTHER STUDENTS ARE ALSO RETURNING FROM LUNCH.

MAYBE YOU WEREN'T GONE AS LONG AS YOU THOUGHT.

PARKER!

HEY, PARKER!

YEAH...

WHAT DO YOU WANT, THOMPSON?

WHAT THE--?!

H-HE LOOKS JUST LIKE-- NO!

Oh, god!

C-COULD THIS BE SPYRAL'S DOING?

Oh, god!

I-IT IS HIM--only YOUNGER!

MUCH, MUCH younger!

THIS HAS TO BE SOME KIND OF DREAM OR HALLUCINATION! IT CAN'T BE REAL!

I-IT JUST CAN'T!

YOU CREEP! TINY AND JASON SAW YOU WITH LIZ ALLEN YESTERDAY. IF YOU'RE TRYING TO BEAT MY TIME--!

I WISH YOU'D GET IT THROUGH YOUR THICK SKULL THAT I'M NOT AFTER YOUR GIRL, FLASH.

I'M JUST HELPING HER STUDY. I'M DATING BETTY BRANT.

BRANT?! WHO'S BRANT?

YOU'D BETTER NOT BE LYING, PARKER...OR I'LL MEET YOU AFTER SCHOOL..

FINE! FINE! IF YOU'RE REAL NICE, I MAY EVEN LET YOU CARRY MY BOOKS!

KEEP IT UP, PETEY BOY--AND YOU'LL BE LAUGHING ALL THE WAY TO THE EMERGENCY ROOM!

WHOA! IT'S BAD ENOUGH TO BE STUCK IN THE PAST...

DO YOU REALLY NEED TO KNOW THAT **COACH THOMPSON** WAS A REAL JERK IN HIGH SCHOOL?

OR THAT DAD IS SEEING THIS **BRANT** BIMBO BEHIND MOM'S BACK?!

O-OR IS HE?!

THERE'S A GOOD CHANCE HE HASN'T EVEN MET YOUR MOTHER, YET.

ARE YOU ALL RIGHT, MISS? YOU LOOK LIKE YOU'VE SEEN A GHOST.

Uhhhh... yeah!

I GUESS I AM FEELING A LITTLE LOST.

ARE YOU A NEW STUDENT? WHAT'S YOUR NAME?

MAY...errrr... **MAYDAY.**

NICE TO MEET YOU, MISS DAY.

I'M PETER PARKER.

I COULD SHOW YOU AROUND IF YOU LIKE.

NO WAY!

ACCORDING TO EVERY SCIENCE FICTION FILM YOU'VE EVER SEEN, A MEETING LIKE THIS COULD REALLY TRASH THE TIMESTREAM.

BESIDES, YOUR FIRST PRIORITY IS TO FIND **SPYRAL**--

--AND SOMEHOW GET THE TWO OF YOU BACK HOME.

ON THE OTHER HAND...

WHY NOT?

GREAT! IT'LL GIVE US A CHANCE TO KNOW EACH OTHER.

FOR THE NEXT TWENTY MINUTES, THE BOY DESTINED TO BECOME YOUR FATHER TAKES YOU ON A WHIRLWIND TOUR OF MIDTOWN HIGH, AND THEN...

PETER PARKER! I'VE BEEN LOOKING FOR YOU!

YOU PROMISED TO HELP ME STUDY FOR TOMORROW'S SCIENCE EXAM.

SORRY, LIZ! I WAS HELPING MAY GET HER BEARINGS. SHE'S THINKING ABOUT TRANSFERRING HERE.

COME ALONG, PETER! I'M SURE SHE'LL BE FINE NOW.

MEETING YOU WAS A REAL **PLEASURE**, DEARIE!

I-IS SOMETHING WRONG, LIZ?

NOT AT ALL! I LOVE TO BE KEPT WAITING.

UNLESS YOU'RE SADLY MISTAKEN, **LIZ ALLEN** IS ACTUALLY JEALOUS OF YOU.

HOO-BOY! THERE'S A GIRL WHO NEEDS A **REALITY-CHECK!**

COME TO THINK OF IT...

SO DO YOU!

YOU SPEND THE NEXT FEW HOURS IN THE SCHOOL LIBRARY, READING THE MOST RECENT ISSUES OF THE DAILY BUGLE.

SPYRAL SCREWED UP BIG TIME!

INSTEAD OF AN ALTERNATE DIMENSION, HE ZAPPED INTO THE PAST-- a miscalculation that you may be able to use to your advantage!

WHEN THE DISMISSAL BELL RINGS, YOU SCOPE OUT YOUR DAD--

--AND SLIP INTO YOUR WEBS.

A MAJOR SUPER HERO LIKE SPIDER-MAN MUST KNOW **SOMEONE** WITH ACCESS TO A TIME MACHINE.

ALL YOU HAVE TO DO IS CONVINCE HIM TO HELP YOU AND MAKE THE NECESSARY INTROS.

YEAH, THAT'S ALL!

HEY, THE ONLY THING THAT'S STOPPING YOU FROM GOING DIRECTLY TO THE FANTASTIC FIVE--or is it still **FOUR**?-- IS THE FACT THAT YOUR MAIN CONTACT HASN'T BEEN BORN-- **UH-OH!**

YOUR DAD'S SUDDENLY GETTING ALL SQUIRRELLY, NERVOUSLY LOOKING OVER HIS SHOULDER AND--

OF COURSE! HIS **SPIDER-SENSE** MUST BE WARNING HIM THAT HE'S BEING FOLLOWED.

JUST LIKE YOURS ALERTS **YOU**--

--THE INSTANT HE TRIES TO GLANCE IN YOUR DIRECTION.

OKAY, MAYBE THIS WASN'T EXACTLY THE BRIGHTEST IDEA!

YOU WANTED TO WAIT UNTIL HE REACHED A SECLUDED AREA BEFORE ANNOUNCING YOUR PRESENCE.

BUT YOU, OF ALL PEOPLE, SHOULD HAVE REALIZED THAT YOU CAN'T POSSIBLY SNEAK UP ON SOMEONE WITH A--

--Spider-sense!?!

YOU'VE GOT TO BE KIDDING!

I CAN'T IMAGINE WHY YOU'D EVEN TRY TO IMPERSONATE ME, MA'AM--

--BUT SOMEONE GOT A LITTLE CARRIED AWAY WITH THE SPIDER ON YOUR COSTUME--

--THOSE THINGS ON YOUR WRISTS LOOK LIKE SOMETHING OUT OF A LOW-BUDGET TV SHOW--

--AND YOU'RE DEFINITELY THE WRONG SEX!

THIS IS JUST GREAT! EARLIER TODAY-- a day almost twenty years in the future--YOU COULDN'T EVEN CONVINCE YOUR DAD THAT YOU WERE SKILLED ENOUGH TO TAKE ON A BAND OF MUGGERS, AND NOW...

SPIDER-MAN, WAIT! I'M NOT YOUR ENEMY!

OH, NO? WHAT ARE YOU? AN OVER-ZEALOUS FAN?

AN ENTREPRENEUR WHO WANTS TO PUT A SPIDEY-FRANCHISE IN EVERY MAJOR CITY?

EITHER WAY, I'M NOT EXACTLY FLATTERED BY-- SHEESH! LOOK AT ALL THE WEBBING YOU JUST MADE ME WASTE!

WOW-WEEE! YOU SURE ARE LIMBER--

--FOR A GIRL!

FOR A GIRL?!

D-DID HE ACTUALLY SAY THAT?

YOUR DAD?!

IS IT REALLY POSSIBLE THAT THE MAN YOU KNOW WAS SUCH A SEXIST AS A TEENAGER--

--OR WAS HE JUST TRYING TO DISTRACT YOU?

OH, LOOKEE HERE! I GUESS I FORGOT TO MENTION THAT I CAN JUMP, TOO!

FARTHER AND FASTER THAN YOU!

LISTEN! I WAS FOLLOWING YOU BECAUSE I NEED HELP.

WHY? DO YOU WANT TO LEARN HOW I SEW THE WEBBING UNDER MY ARMS, OR--NICE MOVE, LADY!

MOST PEOPLE AREN'T FAST OR AGILE ENOUGH TO AVOID ME!

I HAVE EXCELLENT TEACHERS.

ANYONE I KNOW?

YOU'D NEVER BELIEVE ME!

A POINT YOU SHOULD HAVE REALIZED BEFORE YOU STARTED FOLLOWING HIM.

WHAT DID YOU PLAN TO TELL HIM, ANYWAY?

YOU CERTAINLY CAN'T REVEAL THE TRUTH WITHOUT-- *Uh-oh!*

SCORE ONE FOR THE ORIGINAL MODEL!

I KNEW IT WAS ONLY A MATTER OF TIME BEFORE YOU SUCCUMBED TO MY CHARMING WAYS AND WEBS!

WHILE I MAY NOT BE ABLE TO RIP YOUR WEBBING--

--YOU COULD HAVE ATTACHED IT TO SOMETHING ***STURDIER*** THAN THIS OLD ROOF!

I'LL SAY ONE THING FOR YOU, LADY! WHATEVER YOU ***LACK***, IT CERTAINLY ISN'T CONFIDENCE!

IF ONLY HE KNEW--!

STILL, IT'S NICE TO BE APPRECIATED.

*EVEN IF HE WILL BE THE SAME OLD, OVER-PROTECTIVE WORRYWART IF--**WHEN**--YOU RETURN HOME.*

YOU HAVE ***WEBBING***, TOO?

I THOUGHT YOU WERE JUST ANOTHER GLORIFIED ACROBAT...BUT THERE'S OBVIOUSLY MUCH ***MORE*** TO YOU!

WHO SUPPLIED YOUR ***WEB-SHOOTERS***?

IS THE TERRIBLE ***TINKERER*** BEHIND YOU, OR IS THE ***GREEN GOBLIN*** BRANCHING OUT?

*HE **TENSES**, AND IN THAT MOMENT YOU SUDDENLY REALIZE THAT HE'S BEEN GOING **EASY** ON YOU UNTIL NOW.*

BUT THEN, EVEN BEFORE HE CAN RENEW HIS ATTACK--

AAAAYYYEEEEE

HELP ME! PLEASE! SOMEONE! ANYONE!

SHUT UP, YOU OLD BAT!

T-TAKE MY MONEY, BUT LEAVE THE BAG!

M-MY HEART MEDICINE'S IN IT!

THEY SAY THAT YOUR ACTIONS-- particularly the ones you make instinctively--DEFINE YOUR TRUE CHARACTER.

FOR ONE HAIRY INSTANT, YOUR FATHER STANDS TORN BY INDECISION--

--SHOULD HE STICK WITH THE POTENTIAL NEW SUPER-MENACE, OR HELP AN INNOCENT VICTIM?

NO CONTEST!

HE TAKES THE **RESPONSIBLE** ROUTE!

AND YOU...

YOU RUN LIKE a coward!

WHAT DOES THAT SAY ABOUT your CHARACTER?

MAYBE YOU'RE JUST BEING HARD ON YOURSELF.

TWO SPIDER-PERSONS WOULD HAVE BEEN OVERKILL AGAINST A SINGLE MUGGER.

YEAH, THAT'S A RATIONALE YOU COULD ALMOST LIVE WITH...

IF YOU DIDN'T KNOW THE TRUTH.

FACE IT, MAY! YOU DON'T HAVE YOUR FATHER'S OVERWHELMING SENSE OF RESPONSIBILITY...

OR HIS SKILLS...

OR HIS STREET SMARTS!

DO YOU THINK HE'D BE THROWN BY A LITTLE ROAD TRIP INTO THE **PAST**?

NOT A CHANCE!

HE'D SIMPLY FIRE OFF A FEW WITTICISMS, AND SOMEHOW FIND A WAY TO LOCATE **SPYRAL**.

YOU SPEND THE NEXT FEW HOURS ATTEMPTING JUST **THAT**--

--BUT YOU FAIL!

NO WONDER YOUR PARENTS TRIED TO DISCOURAGE YOU FROM PLAYING THE HERO GAME.

EXHAUSTED, DEPRESSED AND MORE FRIGHTENED THAN YOU'VE EVER BEEN IN YOUR LIFE, YOU SUDDENLY REALIZE THAT YOU DON'T EVEN HAVE A PLACE TO STAY THE NIGHT.

BUT THEN, YOU GET AN IDEA...

MIDTOWN HIGH

THERE WAS A TIME WHEN YOU SPENT EVERY FREE MOMENT IN THE GYM...

THE GIRLS LOCKER ROOM MAY NOT BE THE WORLD'S MOST COMFORTABLE BEDROOM--

--BUT IT'S ALWAYS BEEN YOUR HOME AWAY FROM HOME!

AFTER A RATHER RESTLESS NIGHT, YOU SCREW UP YOUR COURAGE AND HEAD FOR THE FAMILY HOME--

--DETERMINED TO ENLIST YOUR DAD'S AID BY TELLING HIM THAT YOU'RE ACTUALLY A VISITOR FROM AN ALTERNATE FUTURE!

TO AVOID ANY POTENTIAL BOMBSHELLS, YOU'LL CLAIM THAT YOUR WORLD NEVER HAD A **SPIDER-MAN.**

NOT THE GREATEST PLAN-- BUT, LIKE, WHAT DO YOU EXPECT WITH ONLY THREE HOURS SLEEP?

OH, WHAT A LOVELY SURPRISE! I ASSUME YOU'RE HERE TO SEE MY NEPHEW PETER--

OH, GOSH! IT'S HER--!

THE WOMAN WHO PRACTICALLY RAISED YOUR DAD!

THE ONE HE NAMED YOU AFTER!

S-SHE DIED A FEW MONTHS BEFORE YOU WERE BORN--

--BUT HE STILL SPEAKS ABOUT HER WITH GREAT FONDNESS.

I'M AFRAID YOU MISSED HIM, MY DEAR. HE HAD TO STOP BY THE *DAILY BUGLE* TO MEET WITH THAT NICE *MR. JAMESON.*

THE POOR BOY WAS IN SUCH A RUSH HE BARELY FINISHED HIS BREAKFAST WHEATCAKES.

HE MAY STOP BACK ON HIS WAY TO SCHOOL. WOULD YOU CARE TO WAIT?

THAT SOUNDS GREAT! MY NAME IS MAY... DAY.

WHAT A COINCIDENCE! MY FIRST NAME IS ALSO MAY.

GOT SOME *PICTURES* FOR ME, PARKER?

DAILY BUGLE

Hhmm! NOTHING SO GREAT! SPIDER-MAN'S SIGNAL BEAM SHINING ON THREE PUNKS, AND A POLICEMAN MAKING A PINCH. BIG DEAL!

THE BUGLE CHALLENGES MAN

IF ONLY I COULD HAVE GOTTEN A FEW SHOTS OF THAT SPIDER-GIRL--!

THINK HOW BAD THOSE PIX MADE SPIDER-MAN *LOOK*, MR. JAMESON. HE WAS BEATEN TO SOME CROOKS BY ONE LONE OFFICER.

JONAH JAMESON BLISHER

SPIDER-MAN MENACE

BUGLE

SAY! THAT'S RIGHT!

PETER PARKER! YOU'VE BEEN SELLING SO MANY PICTURES TO J. JONAH THAT YOU'RE BEGINNING TO *SOUND* LIKE HIM!

AW, BETTY, I WAS JUST-- HEY, *LOOK!* WHAT'S *THAT?!*

MR. JAMESON, MY NAME IS *SMYTHE*. I'M AN INVENTOR.

I'VE READ YOUR ANTI-SPIDER-MAN EDITORIALS FOR MONTHS, SO I KNOW HOW YOU *HATE* HIM!

I HAVE SOMETHING THAT'S GUARANTEED TO DEFEAT HIM--

--SOMETHING I CALL A *SPIDER-SLAYER!*

I AM SO HAPPY TO LEARN THAT PETER HAS FRIENDS AS CHARMING AND INTELLIGENT AS YOU, MY DEAR.

HE CAN BE SO FRAGILE AND IMPRESSIONABLE.

DOES HE HAVE A REGULAR GIRLFRIEND?

HE SEES A FEW NICE, YOUNG LADIES, BUT NO ONE STEADY.

I'VE BEEN TRYING TO INTRODUCE HIM TO THE NIECE OF MRS. WATSON, MY NEXT-DOOR NEIGHBOR, FOR THE PAST FEW MONTHS...

...BUT I'M ABOUT READY TO GIVE UP.

OH, YOU *MUSTN'T--!*

YOU CAN'T ALLOW YOURSELF TO BE DISCOURAGED.

YOU HAVE TO DO WHAT YOU THINK IS *RIGHT--*

--NO MATTER HOW MANY OBSTACLES GET IN YOUR WAY.

YOU'LL *NEVER* SUCCEED IF YOU DON'T KEEP *TRYING.*

YOU SHOULD LISTEN TO YOUR OWN ADVICE, MAY M'GIRL.

OKAY, SO MAYBE YOU HAVEN'T GOT A LINE ON SPYRAL.

THAT DOESN'T MEAN YOU **WON'T!**

YOU JUST HAVE TO DIVIDE THE CITY INTO SECTIONS--

--AND KEEP WEB-SWINGING UNTIL YOUR SPIDER-SENSE TAGS HIM!

OKAY, SO IT MAY TAKE AWHILE... a lonnnnnng while!

BIG DEAL! SINCE YOU'LL BE TRAVELING THROUGH TIME ANYWAY, YOU JUST AIM YOUR RETURN FOR A FEW MINUTES AFTER YOU LEFT.

SIMPLE, NO?

YOU JUST HAVE TO KEEP A POSITIVE ATTITUDE, AND-- NOW WHAT?!

LOOK, MR. JAMESON! MY SPIDER-SLAYER IS ALREADY ZEROING IN ON SPIDER-MAN!

LET ME TAKE OVER THE CONTROLS, SMYTHE!

I WANT TO PERSONALLY DESTROY THIS WALL-CRAWLING WEASEL ONCE AND FOR ALL!

NEXT ISSUE:

SLAYERS, SPIDERS, and TORCHES --Oh my!

MARVEL COMICS

AUG
#11

APPROVED BY THE COMICS CODE AUTHORITY

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL™

TRAPPED IN THE PAST, OUR SENSATIONAL WEB-STUNNER FINDS HERSELF UP AGAINST...

...SLAYERS, SPIDERS AND TORCHES--Oh, my!

DEFALCO
OLLIFFE
WILLIAMSON

SLAYERS, SPIDERS and TORCHES -- Oh my!

Stan Lee PRESENTS SPIDER-GIRL

GIRL, YOU'VE REALLY DONE IT THIS TIME!

YOU'RE TRAPPED, YOU COSTUMED FREAK!

CAPTURED BY J. JONAH JAMESON!

ACCORDING TO EVERYTHING YOU'VE EVER READ ABOUT THIS MAN, JJJ HAS ALWAYS HAD A NASTY ITCH FOR SPIDER-MAN.

BUT HE'S GOT THE WRONG WEBHEAD!

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU ARE THE EVER-STUNNING SPIDER-GIRL.

TOM DeFALCO WRITER • PAT OLLIFFE PENCILER • AL WILLIAMSON INKER • JANICE CHIANG LETTERER • CHRISTIE SCHEELE COLORIST • BOB HARRAS EDITOR

NICE GOING, YOU WALL-CREEPING CREEP!

BELIEVE IT OR NOT, I'M GLAD YOU ESCAPED MY GRIP!

RUN! YOU HEARD ME--RUN!

I'M REALLY ENJOYING MYSELF...AND I'D HATE FOR THIS BATTLE TO END TOO QUICKLY!

AT LEAST **SOMEONE** IS HAVING A GOOD TIME.

YOU CERTAINLY AREN'T!

YOUR LIFE HAS BEEN PURE MISERY EVER SINCE **SPYRAL**, A CRIMINAL CLAIMING TO COME FROM AN ALTERNATE DIMENSION, ATTEMPTED TO RETURN HOME--

--AND SOMEHOW ZAPPED THE TWO OF YOU INTO THE **PAST.***

*SEE LAST ISSUE FOR DETAILS!

SINCE YOU'VE BEEN HERE, YOU'VE TRADED PUNCHES WITH A CERTAIN **TEENAGED SUPER HERO**--

--WHO WILL SOMEDAY GROW UP TO BE YOUR **DAD**--

--AND NOW YOU'VE STUMBLED INTO JAMESON'S WACKY SCHEME.

THAT'S THE SPIRIT! KEEP GOING! A REAL PLEASURE TO SEE YOU FLEE LIKE THE COWARD YOU ARE!

YOU WERE RIGHT, SMYTHE! YOUR SPIDER-SLAYER IS SIMPLY WONDERFUL!

MY ONLY COMPLAINT CONCERNS THE MONITOR. IT DOESN'T GIVE A TRUE PICTURE OF SPIDER-MAN'S COSTUME, AND MAKES HIM LOOK SORT OF... uhhhh... FEMININE.

WHAT DO YOU EXPECT FROM SOMEONE WHO DRESSES LIKE THAT?

A-ARE YOU SUGGESTING THAT SPIDER-MAN IS... well!!!!... YOU KNOW!

ANYTHING'S POSSIBLE, MR. JAMESON!

:Harrrump: I NEVER EVEN CONSIDERED IT!

IT'S ONE THING TO PERSECUTE A MASKED MENACE--

--but a MINORITY?!

THIS IS JUST THE KIND OF PUBLICITY-GRABBING STUNT THAT ROOF-CLIMBING CLOWN WOULD DO TO SPITE ME!

MR. JAMESON! THE ROBOT IS WAITING FOR YOUR NEXT COMMAND!

SURPRISE! SURPRISE! THE SPIDER-SLAYER HAS PAUSED ITS PURSUIT.

RATHER THAN QUESTION THIS UNEXPECTED RESPITE, YOU CONCENTRATE ON LOGGING SOME MAJOR DISTANCE.

YOUR FIRST INSTINCT IS TO **FIND** AND **WARN** YOUR DAD.

BUT, like, IS THAT EVEN NECESSARY?

SINCE THIS IS THE **PAST**, YOUR VERY EXISTENCE PROVES HE MUST FIND A WAY TO **BEAT** THIS CRAZY CONTRAPTION.

BUT MAYBE, just maybe HE WINS BECAUSE YOU HELP.

Oh, man! THIS TIME TRAVEL BUSINESS IS SOOOOOO VERY CONFUSING, AND--

Yikes!

HEADS UP, SPIDEY! I WAS FLYING OVERHEAD WHEN I SPOTTED YOUR NEW SUIT, AND FIGURED I'D ZOOM IN FOR A CLOSER LOOK.

IT WASN'T WORTH THE EFFORT. I'VE SEEN CLASSIER THREADS AT THE LOCAL THRIFT SHOP.

BESIDES, NO MATTER HOW YOU DRESS, YOU'LL ALWAYS BE THE SAME OLD BUG-EYED LAMEBRAIN!

I-IT'S THE **HUMAN TORCH!**

IN HIS FUTURE--AND YOUR PRESENT--HE AND YOUR DAD ARE BEST BUDS...

BUT THAT DOESN'T MEAN THEY'RE FRIENDS NOW!

NO SNAPPY COMEBACK?

COLOR ME SURPRISED! I ALWAYS THOUGHT YOU HAD A CORNBALL RESPONSE FOR EVERY--HEY!

YOU'RE NOT SPIDER-MAN!

Y-YOU'RE SOME KIND OF IMPOSTER!

WHAT'S YOUR GAME, LADY?

WHERE'S THE REAL WEBHEAD?

WHY THIS SILLY MASQUERADE?

YOU'LL COME CLEAN IF YOU KNOW WHAT'S GOOD FOR YOU!

S-STAY BACK!

I...I DON'T WANT TO FIGHT!

OF COURSE NOT!

ONLY A COMPLETE IDIOT OR A GLUTTON FOR PUNISHMENT WOULD TAKE ON THE HUMAN TORCH!

THIS IS THE MAN DESTINED TO LEAD THE FANTASTIC FIVE, YOUR WORLD'S GREATEST SUPER-TEAM?

WHOO-BABY! WHAT AN EGO!

HOLD STILL!

OR I'LL BE FORCED TO HOLD YOU IN THIS FLAMING CAGE UNTIL YOU'VE ANSWERED MY QUESTIONS.

NICE TRY, TORCHIE--

--BUT I'M A GIRL WHO LIKES HER FREEDOM!

DAILY BUGLE

STOP *WORRYING*, MR. JAMESON.

NO MATTER *WHAT* SPIDER-MAN TURNS OUT TO BE, NO ONE WILL EVER ACCUSE *YOU* OF DISCRIMINATION.

EVERYONE KNOWS YOU'RE ONLY OUT TO PROTECT SOCIETY FROM A COSTUMED MANIAC!

YOU'RE RIGHT, SMYTHE! LET'S GET BACK ON HIS TRAIL.

WHAT'S THIS? THE ROBOT SEEMS TO BE HEADED TOWARD *MIDTOWN HIGH.*

Uh-oh! THAT'S THE SPIDER-SLAYER I SAW IN JAMESON'S OFFICE! *

IT'S COMING THIS WAY! IT MUST SENSE ME HERE!

* AS SHOWN LAST ISSUE!

I'LL SLIP OUT THIS SIDE DOOR!

I'VE GOT TO CHANGE INTO *SPIDER-MAN* BEFORE THAT THING CATCHES UP WITH ME!

FLASH THOMPSON! WHAT'S THIS ABOUT YOU THREATENING TO HAVE A FIGHT WITH *PETER PARKER?!?*

Oh, no! LIZ MUST HAVE HEARD ABOUT OUR RECENT CHAT.

IT'S ALL A BIG MISUNDERSTANDING! *I SWEAR!*

OH, REALLY? LET'S FIND PETER AND STRAIGHTEN IT OUT.

SURE, LIZ... WHATEVER, YOU SAY.

THEN I'LL FLATTEN THAT PUNY PUNK FOR RATTING ON ME!

YOU'RE REALLY STARTING TO *BUG* ME, LADY!

YOU'RE ALMOST AS ANNOYING AS THE *REAL* WEBHEAD!

I'LL TAKE THAT AS A *COMPLIMENT*, HOT STUFF!

YOU'VE BEEN ON THE DEFENSIVE UNTIL NOW, BUT THAT HASN'T WORKED.

SPOTTING A NEARBY CONSTRUCTION SITE--

--YOU REALIZE IT'S TIME FOR A NEW STRATEGY!

IT'S OBVIOUS THAT YOU'RE BEGINNING TO TIRE!

DON'T FEEL BAD! YOU WERE OUTMATCHED FROM THE START!

I ALMOST FEEL GUILTY ABOUT WASTING SO MUCH FLAME AGAINST--*HEY!*

ARE YOU NUTS?

I CAN EASILY BURN THROUGH THIS STUPID CABLE!

I'M SURE YOU *CAN*--

*--BUT I WAS KIND'A HOPING THE **WET CEMENT** WOULD SLOW YOU DOWN!*

SCORE ONE FOR THE GIRL WITH THE WEBS!

HE NEVER SAW IT COMING!

*AND NOW, WHILE HE ANGRILY SHAKES OFF THE GOOP, YOU MIGHT AS WELL GO **WINDOW SHOPPING**--*

--PRAYING FOR AN OPEN ONE!

Ohhh, my!

WHERE'S THE NEAREST LADIES ROOM? I ALWAYS HAVE TO GO AFTER A BIG FIGHT.

M-MAKE A LEFT AT THE DOOR!

THANKS!

OHMIGOSH! IT'S SPIDER-MAN!

I-IF THAT'S SPIDER-MAN, I NEED AN EYE-EXAM!

SINCE THE WOMAN DIRECTED YOU TO THE LEFT, YOU HEAD RIGHT --

STO

--HOPING THE TORCH FALLS FOR YOUR PLOY!

;WHEW!;

Y-YOU DID IT!

YOU SOMEHOW MANAGED TO HOLD YOUR OWN AGAINST THE HUMAN TORCH!

WOW!

The Human Torch!

WHERE IS THAT MISERABLE, MASQUERADING, LITTLE SQUIRT?

NOBODY MAKES A FOOL OUT OF JOHNNY STORM AND GETS AWAY WITH IT!

STORA

IT'S MY OWN FAULT FOR HOLDING BACK BECAUSE SHE'S A WOMAN!

T-THERE'S A SPIDER-WOMAN?

SOUNDS LIKE A CHEAP RIP-OFF!

--

I'LL BET IT'S ONLY A MATTER OF TIME BEFORE THIS CITY'S OVERRUN WITH SPIDER-PEOPLE!

LEAVING THE TORCH BEHIND, YOU IMMEDIATELY SCURRY TO THE PARKER FAMILY RESIDENCE IN FOREST HILLS--

--STILL DETERMINED TO WARN YOUR DAD ABOUT JAMESON'S SPIDER-SLAYER.

EVEN AS YOU ARRIVE AT HIS CURRENT HOME--and your future one--YOU SPOT **FLASH THOMPSON** AND A FEW OF HIS CRONIES.

THAT can't BE GOOD.

BULLIED BY THOMPSON, HOUNDED BY JAMESON, YOUR DAD'S TEENAGE YEARS COULDN'T HAVE BEEN MUCH FUN.

THE ONLY PERSON HE COULD COUNT ON WAS **AUNT MAY.**

Ahhh! YOU'VE COME BACK--!

IS PETER HOME, MRS. PARKER?

NOT YET, MY DEAR... BUT I EXPECT HIM SHORTLY.

COME IN, AND I'LL INTRODUCE YOU TO SOME OTHER PEOPLE WHO DROPPED IN TO VISIT MY NEPHEW.

MISS MAY DAY, I'D LIKE YOU TO MEET ***LIZ ALLEN...BETTY BRANT***...AND, OF COURSE, MY NEIGHBOR'S NIECE, ***MARY JANE WATSON.***

ANOTHER GIRL?!

MORE COMPETITION?!

♫ A PLEASURE ♫ TO MEET ♫ YOU! ♫

I-IT'S YOUR ***MOM!***

B-BUT SHE'S SO...SO young!

EVEN AS YOU CATCH THE ICY STARES COMING FROM **ALLEN** AND **BRANT**--

--YOU IMAGINE YOUR FATHER'S CURRENT SITUATION--

--AND IMMEDIATELY START TO **ENVY** HIM!

ALLEN AND BRANT EVENTUALLY MAKE THEIR EXCUSES, BUT YOU-- you just can't resist the chance to hang with your mom!

I KNOW WE JUST MET, BUT THERE'S SOMETHING ODDLY *FAMILIAR* ABOUT YOU, MAY.

WEIRD! I FEEL THE SAME...

BUT THE PERSON I'M THINKING ABOUT IS A LOT MORE... *reserved!*

RESERVED?! *HA!* THAT'S ONE WORD NO ONE WILL EVER USE TO DESCRIBE *ME!*

WHAT'S WITH THE *JEANS* AND *T-SHIRT*?

DO PEOPLE REALLY DRESS LIKE THAT WHERE YOU COME FROM?

Y-YOU DON'T LIKE MY CLOTHES?

YOU'RE A *GIRL*, MAY! DRESS LIKE ONE!

YOU AND I SHOULD GO SHOPPING SOME DAY.

NOW YOU SOUND LIKE MY *MOTHER!*

YEAH... *RIGHT!*

SO THAT WAS YOUR MOM-- *HOO-BOY!*

HOW DID A BASHFUL BOOKWORM LIKE YOUR DAD EVER HOOK UP WITH HER?!

Oh, well! YOU CAN'T WORRY ABOUT THAT NOW.

YOU STILL HAVE TO FIND **SPYRAL**, AND SOMEHOW CONVINCE HIM TO SEND YOU BACK HOME.

AND THEN, THERE'S THE PROBLEM OF YOUR DAD--

--AND THE SPIDER-SLAYER!

WE'VE DONE IT, SMYTHE! WE'VE CAPTURED SPIDER-MAN!

LOOK AT HIM... STRUGGLING LIKE A RAT IN A TRAP!

AND NOW, AT LAST, I'LL TEAR OFF HIS MASK, AND FINALLY SEE--HEY!! WHA--?! WHAT'S THIS?!

MR. JAMESON! WHAT HAVE YOU DONE?!

THIS MAKES UP FOR EVERYTHING!

IT'S WORTH LOSING MY SPARE SPIDEY COSTUME JUST TO SEE THAT DUMB LOOK ON JONAH'S UGLY PAN!

A LITTLE WEBFLUID AND I HAD A LIFE-LIKE PUPPET!

I REALLY MADE A FOOL OUT OF OL' JJJ!

I'LL JUST SNAP A FEW SHOTS OF HIM TO CHUCKLE OVER IN MY OLD AGE--

--AND THEN I'LL SEE IF I CAN FINALLY TRACK DOWN THAT MYSTERIOUS GIRL WHO'S BEEN MASQUERADING AS ME!

UNABLE TO SPOT YOUR FATHER OR JAMESON'S ROBOT--

--YOU DECIDE TO CONCENTRATE ON SPYRAL!

AND SO, YOU SPEND THE NEXT TWENTY MINUTES PROWLING THE EVER-GROWING RADIUS OF THE BUILDING WHERE YOU AND HE FIRST MATERIALIZED.

YOU HOPE THAT HE'LL EVENTUALLY RETURN--

--AND THAT YOUR SPIDER-SENSE WILL--

BINGO!

THAT'S HIM!

IT'S GOT TO BE HIM!

OR NOT!

REMEMBER ME, TOOTS?

I'LL GIVE YOU A HINT-- what's red and blue with webs all over?!

WHUUPPP-Z!

BY THE WAY, I SIMPLY LOVE THE WAY YOU'VE ACCESSORIZED YOUR COSTUME.

I TRUST THIS KNAPSACK IS AS HANDY FOR YOU AS IT IS FOR ME!

FINDING YOU WAS A REAL CINCH! I JUST CHECKED OUT EVERY RECENT SPIDER-SIGHTING, AND ELIMINATED THE AREAS WHERE I'D BEEN!

KTWANG!

ARRRK

GLAD I MADE IT SO EASY FOR YOU!

LET GO!

OOOOO! I...I AM SO SORRY!

I DIDN'T MEAN TO KICK SO HARD!

NO PROBLEM!

WE BIG LEAGUE SUPER-TYPES OFTEN TAKE ABUSE--

--THOUGH RARELY FROM ANYONE AS CUTE AS YOU.

I-IS HE TRYING TO COME ON TO YOU?!

EEEYYUUUU!

THWIPP!

IN CASE YOU WERE PLANNING TO TAKE OFF ON ME, AGAIN--

--I'VE WHIPPED UP A NICE LITTLE **WEB BARRICADE** JUST FOR YOU!

OKAY, MA'AM, I HOPE YOU HAVE ENOUGH SENSE TO KNOW WHEN YOU'RE BEATEN.

NOW TURN AROUND-- ***SLOWLY***--AND START EXPLAINING WHY YOU'RE DRESSED LIKE ME!

I AM TRULY ***SORRY***, SPIDER-MAN--

--FOR ALL THE PAIN AND GRIEF I HAVE ***CAUSED***--OR EVER WILL ***CAUSE*** YOU!

I-INSTEAD OF APOLOGIZING EVERY TIME YOU HIT ME, YOU SHOULD JUST ***SURRENDER!***

I REALLY WISH I COULD, BUT YOU'D NEVER--

uh-oh!

UFFFT

HI THERE!

I'VE BEEN LOOKING ALL OVER FOR YOU, HONEY BUN.

WE WERE JUST GETTING TO KNOW EACH OTHER WHEN YOU RAN OUT ON ME.

I HATE BEING *DITCHED!*

A LOT!

SPIDER-MAN AND THE HUMAN TORCH--?!

AS INDIVIDUALS, THEY'VE TRIUMPHED OVER MANY OF THE WORLD'S GREATEST SUPER-BADDIES!

TOGETHER, THEY'RE PRACTICALLY UNBEATABLE!

YOU'RE ONLY A ROOKIE, GIRL!

COMMON SENSE SAYS YOU BEG FOR MERCY--

--OR RUN! RUN! RUN!

BITE YOUR TONGUE, MATCH-HEAD!

YOU POUR ON THE SPEED, DESPERATELY HOPING TO LOSE THEM AMONG THE ROOFTOPS.

I ASSUME SHE *ISN'T* RELATED!

IT'S A NICE PLAN!

--BUT HARDLY EFFECTIVE!

WOW! YOU SURE CAN MOVE WITH THE BEST OF 'EM, LADY... BUT YOU STILL FALL FAR SHORT OF MY LEVEL!

IT'S TIME WE HAD A LITTLE CHAT!

NOT UNTIL YOU'VE SEEN MY NEXT TRICK--!

WATCH HOW I PLANT MY FEET DOWN, AND INSTANTLY STICK TO THE ROOF!

I'LL BET YOU WISH YOU COULD STOP AS SUDDENLY AS THAT!

YAIPS

LISTEN UP, SISTER! YOU REALLY DON'T WANT TO MESS WITH THE TORCH!

HE ISN'T EXACTLY THE SWEET AND UNDERSTANDING TYPE.

I BELIEVE YOU!

YOU'VE NEVER LIED TO ME BEFORE, SO I DOUBT YOU'LL START NOW!

HUH?! WHAT ARE YOU TALKING ABOUT?

TALK ABOUT A PERFECT OPENING--

--BUT YOU CAN'T TELL THE WHOLE TRUTH WITHOUT ENDANGERING THE FUTURE!

T-THERE'S SOMETHING YOU NEED TO KNOW ABOUT ME, SPIDER-MAN--

HEY, SPIDEY!

CHECK THIS OUT!

I THINK WE HAVE another PROBLEM!

SPYRAL!

HE MUST HAVE SNUCK PAST US WHILE WE WERE MAKING WITH THE GRATUITOUS VIOLENCE!

Gratuitous violence--?!

YOU ARE ONE WEIRD LADY--BUT I TAKE IT YOU KNOW WHO'S BEHIND THE LUNATIC LIGHTSHOW!

YES, SIR! HE'S A BIG TIME BADDIE!

--AND I TRAVELED ALL THE WAY FROM AN ALTERNATE DIMENSION TO CAPTURE HIM.

Big time baddie--?!

Alternate dimension--?!

KER-RASHH!

AHHHH! I AM SO PLEASED YOU SAW MY VORTEX, YOUNG LADY. YOU'VE MADE EXCELLENT TIME.

THOUGH YOU COULD HAVE USED THE DOOR!

I HADN'T PLANNED ON A PASSENGER WHEN I ORIGINALLY TRIED TO RETURN TO MY HOME DIMENSION.

YOUR ADDITIONAL WEIGHT THREW OFF MY TRAJECTORY AND LANDED US BOTH IN THIS PAST.

DID YOU SAY THIS WAS THE *PAST*?! *SILLY ME!* I KEEP THINKING IT'S THE *PRESENT!*

IT *IS*... FOR YOU!

SO NICE TO SEE YOU AND THE REAL HUMAN TORCH, SPIDER-MAN--*believe it or not*--WE FIRST MEET MANY YEARS FROM NOW WHEN YOU'RE BOTH OLDER, WISER AND FAR MORE EXPERIENCED!

ARE YOU *NUTS*, MISTER?

HARDLY!

I AM JUST A POOR WANDERER WHO STRAYED TOO FAR FROM HIS PROPER TIME AND REALITY!

SOUNDS MORE LIKE YOU STUCK TOO CLOSE TO THE LOCAL TAVERN!

THE *TRUTH* OF MY STATEMENTS STANDS BEFORE YOU.

HOW ELSE CAN YOU EXPLAIN *SPIDER-GIRL*?

SAME WAY I EXPLAIN SPIDEY.

SHE'S A BIG MOUTH SHOWOFF IN ANOTHER GAUDY CLOWN COSTUME!

CHARMING GUY THAT TORCH!

AND THIS IS ONE OF HIS GOOD DAYS!

I'M SURPRISED AT YOU, SPIDER-GIRL! YOU SHOULD BE HELPING ME!

THE TORCH IS RIGHT-- YOU ARE NUTS!

THINK, GIRL! THINK! ALL MY CALCULATIONS WERE BASED ON LEAVING YOUR DIMENSION AT A SPECIFIC TIME.

IN ORDER FOR ME TO REACH MY DESTINATION THE TWO OF US MUST RETURN TO THE EXACT MOMENT OF OUR PREVIOUS DEPARTURE.

AND THEN I CAN PROCEED... ALONE!

DON'T YOU SEE? YOU CAN GO HOME!

WAIT! THE MAN MAKES SENSE!

TO WHO--?!

T-THIS COULD BE MY BEST-- MY ONLY CHANCE--TO RETURN TO MY... MY FAMILY... AND FRIENDS!

SAVE THE EMOTIONAL APPEAL FOR YOUR NEXT TELETHON, LADY!

I DON'T KNOW ABOUT YOU, SPIDEY, BUT THIS MUMBO-JUMBO IS OVER MY HEAD.

I SAY WE TAKE THESE TWO TO FANTASTIC FOUR HEADQUARTERS AND LET REED RICHARDS HEAR THEIR STORY.

YOU WITH ME, SPIDER-MAN?

AFRAID NOT, HOTHEAD.

CALL ME NAÏVE--OR *just plain stupid*--BUT THERE'S SOMETHING ABOUT THIS GIRL THAT TELLS ME TO HELP HER.

-;URRK:-

THANKS! THANK YOU! I HOPE I'LL ALWAYS BE WORTHY OF YOUR FAITH IN ME, DAD!

WHAT ARE WE WAITING FOR, GIRL? MY ENERGY VORTEX AWAITS--!

YOU DON'T HAVE TO TELL ME TWICE!

YOU REALLY BLEW THAT CALL, WEBFACE!

I'M BEGINNING TO THINK JONAH JAMESON'S RIGHT ABOUT YOU.

SURE.

WHATEVER YOU SAY.

D-DID SHE CALL ME *dad*?!

;UFFFT;-

I reallllly HOPE YOU HIT THE BULLSEYE THIS TIME.

I TOLD YOU WHY MY AIM WAS OFF.

YEAH...

YOU BLAMED IT ON MY WEIGHT.

AS IF *you* SHOULD TALK!

ACCORDING TO MY INSTRUMENTATION, WE'RE RIGHT ON TARGET.

NOW, IF YOU'LL EXCUSE ME, I'LL JUST RESET THE VORTEX... AND HEAD FOR ***MY*** HOME!

SORRY, CHARLIE! YOU'RE GUILTY OF TOO MANY CRIMES ON THIS WORLD FOR ME TO ALLOW YOU TO ESCAPE.

BESIDES, I OWE YOU FOR THAT WEIGHT CRACK.

YOU DID IT! *AGAINST ALL ODDS, YOU MADE IT BACK! YOU'RE FINALLY* ***HOME!***

Or are you?!

MIDTOWN HIGH SCHOOL

IF SPYRAL IS RIGHT, ONLY AN HOUR HAS PASSED SINCE YOU LEFT THE SCHOOL GROUNDS--

--EVEN THOUGH IT SEEMS LIKE YOU WERE GONE FOR ALMOST TWO FULL DAYS!

UNFORTUNATELY, SPYRAL ISN'T EXACTLY THE MOST RELIABLE--

PARKER! HEY, PARKER--WHERE HAVE YOU BEEN?!

I THOUGHT WE WERE SUPPOSED TO GO OVER THE MATH HOMEWORK DURING LUNCH!

HAVE YOU GUYS HEARD THE LIES MOOSE IS SPREADING ABOUT ME?

YOU'RE IN MEGA-TROUBLE, GIRLFRIEND!

COACH THOMPSON IS STEAMING BECAUSE YOU DITCHED BASKETBALL PRACTICE. HE'S THREATENING TO BENCH YOUR BUTT!

OLOGY II

SEEMS LIKE **EVERYTHING** IS BACK TO NORMAL!

Unfortunately!

BUT THAT DOESN'T PREVENT **YOU** FROM MAKING SOME CHANGES!

HEY, MOM! IT'S GREAT TO SEE YOU, AGAIN! REAL GREAT!

Uhhh...

NICE TO SEE YOU, HOTSHOT!

ANY CHANCE YOU HAVE SOME FREE TIME THIS WEEKEND?

I COULD USE YOUR HELP SHOPPING FOR CLOTHES.

A-ARE YOU SERIOUS?

I THOUGHT YOU HATED MY TASTE.

ONLY SOMETIMES... BUT I'D STILL LIKE TO HANG WITH YOU.

S-SOUNDS WONDERFUL!

I FEEL LEFT OUT.

YOUR DAD'S TEENAGE YEARS COULDN'T HAVE BEEN MUCH FUN--

--AND YOU CERTAINLY HAVEN'T DONE MUCH TO RAISE THE STANDARD OF HIS PRESENT, EITHER.

UNTIL NOW!

I LOVE YOU, DADDY!

I WANT TO THANK YOU--FOR SO MUCH **MORE** THAN YOU CAN EVER IMAGINE--AND I HOPE I'LL ALWAYS BE WORTHY OF YOUR FAITH IN ME!

WHAT WAS *that* ABOUT?

POD PERSON?

OUR REAL DAUGHTER'S BEEN REPLACED BY A POD PERSON!

THE END... FOR NOW!

MARVEL COMICS

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL

SEPT
#12

APPROVED BY THE COMICS CODE AUTHORITY

DUEL WITH DARKDEVIL!

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Stan Lee PRESENTS THE STUNNING SPIDER-GIRL

DUEL WITH DARKDEVIL!

YOUR NAME IS MAY "Mayday" PARKER, AND YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN.

EVER SINCE YOUR DAD GRUDGINGLY BEGAN TO ACCEPT THE FACT THAT YOU PLANNED TO FOLLOW IN HIS WEBLINES--

--HE'S BEEN HAULING YOU OUT OF BED AT FOUR EACH A.M.

MAYBE HE THOUGHT THESE GRUELING TRAINING SESSIONS WOULD EVENTUALLY WEAKEN YOUR RESOLVE.

NO SUCH LUCK!

YAHOO!

AVOIDING THAT LAST BARRAGE WAS A TOTAL RUSH!

THE BOL

TOM DeFALCO WRITER • PAT OLLIFFE PENCILER • AL WILLIAMSON INKER • JANICE CHIANG LETTERER • CHRISTIE SCHEELE COLORIST • BOB HARRAS CHIEF

KEEP YOUR VOICE DOWN, KIDDO!

WE'RE PRETTY SECLUDED UP HERE, BUT I DON'T WANT TO ATTRACT ANY ATTENTION FROM THE EARLY MORNING COMMUTERS.

I'LL TRY TO RESTRAIN MY ENTHUSIASM, POPS.

YOU UP FOR ANOTHER ROUND--?

I'D SAY IT'S TIME TO PACK UP. YOU NEED TO SHOWER BEFORE SCHOOL--

--AND I HAVE A BREAKFAST MEETING AT THE LAB.

Okey-doke!

YOU SEEM TO BE IN AN EXCEPTIONALLY GOOD MOOD.

I GUESS.

A SECRET SMILE SHINES WITHIN YOU--

--AS YOU THINK ABOUT THE WILD **ROAD TRIP** YOU RECENTLY TOOK INTO THE **PAST**, COURTESY OF A CERTAIN DIMENSION-HOPPING SUPER-VILLAIN.*

NOT ONLY DID YOU RUN INTO YOUR **FATHER** AND THE **HUMAN TORCH** WHILE THEY WERE STILL **TEENAGERS**--

--BUT YOU ACTUALLY HELD YOUR OWN AGAINST THEM!

*SEE THE LAST TWO ISSUES FOR DETAILS!

SEEMS LIKE SOMEBODY'S LITTLE GIRL IS FINALLY GETTING A HANDLE ON THIS WEB THING.

YOU OKAY, DAD?

YOU LOOK A LITTLE STRESSED.

Ahhhh...

PROBLEMS AT WORK.

YOU'RE PRETTY FRIENDLY WITH *PHIL URICH*.

HE MENTION ANYTHING TO YOU?

HE'S BEEN ACTING REAL STRANGE LATELY-- TAKING THESE LONG LUNCHES EVERY DAY.

AND HE SEEMS-- I don't know-- ***FURTIVE***? ALMOST AS IF HE'S ***HIDING*** SOMETHING.

UH-OH!

THIS IS YOUR FAULT.

WHILE YOUR DAD WAS STILL IN HIS ANTI-SPIDER-GIRL PHASE, PHIL VOLUNTEERED TO TRAIN YOU.

THE SITUATION MAY HAVE CHANGED, BUT YOU... you just couldn't ditch your Uncle Phil!

IT NEVER OCCURRED TO YOU THAT YOU MIGHT BE JEOPARDIZING HIS CAREER.

I...

I'M SURE IT'S NOTHING SERIOUS.

UNCLE PHIL'S A GOOD MAN, DAD.

WHATEVER HE'S DOING...

I'M SURE HE BELIEVES IT'S IMPORTANT.

I HOPE YOU'RE RIGHT, HON.

YOU'VE GOT TO FIND A WAY TO REPAIR THIS RIFT BETWEEN YOUR DAD AND PHIL.

MIDTOWN HIGH SCHOOL

BUT THAT'S A LOT EASIER SAID THAN--

EARTH TO PARKER! HAVE YOU HEARD A WORD I'VE SAID?

S-SORRY, MOOSE. I'M A LITTLE DISTRACTED TODAY.

WHAT WERE YOU ASKING ME?

I...I WAS WONDERING IF COURTNEY WAS SEEING ANYBODY THESE DAYS?

C-COURTNEY?!

Y-YOU'RE *interested* IN COURTNEY?

KIND'A...

yeah!

?!?

COURTNEY DURAN?!

THE BILL BANNED

HEY, MANSFIELD!

I DON'T KNOW WHAT YOU JUST SAID TO MAYDAY, BUT YOU OBVIOUSLY UPSET HER.

YOU'D BETTER APOLOGIZE TO MY GIRL, MISTER-- *AND I MEAN NOW!*

YO, MISTER *TOUGH GUY!* YOU SHOULD WATCH WHERE YOU'RE WALKING!

PROPHET FORCE III

THIS WAS A PUBLIC CORRIDOR THE LAST TIME I CHECKED.

I'M IN A HURRY, MAN!

NOT QUITE THE RESPONSE I WAS LOOKING FOR, BUDDY BOY.

A SIMPLE "I'm sorry" OR "Excuse me" COULD HAVE SAVED YOU A WORLD OF GRIEF.

ARRRK

POW

YOU MADE YOUR POINT, MACHO MAN! THERE'S NO NEED TO GO POSTAL!

YOU OWE HIM AN APOLOGY, JIMMY.

B-BUT...

APOLOGIZE!

I...I'M SORRY.

YEAH... surrrrrre!

DID JIMMY YAMA REALLY CALL YOU HIS GIRL?

HIS GIRL--?

I'LL LET YOU OFF THIS TIME, FRIEND--

--BUT ONLY 'CAUSE YOUR GIRLFRIEND'S SO CUTE!

GIRLFRIEND--?!

GRRRRR!

WHO'S YOUR NEW BUD, YAMA?

SEEMS LIKE MY KIND'A GUY.

WHOEVER THIS NEW KID IS, HE'S CERTAINLY GOT A MAJOR 'TUDE.

BUT HE'S THE LEAST OF YOUR PROBLEMS!

"Clueing Jimmy to reality" JUST SNAGGED A TOP SPOT ON YOUR **TO DO** LIST.

THE REST OF THE MORNING PASSES QUICKLY--

--AND YOU SOON FIND YOURSELF DRESSING FOR YOUR REGULAR LUNCH DATE WITH UNCLE PHIL.

SHOULD YOU TELL HIM ABOUT YOUR FATHER'S CONCERNS?

OR JUST TAKE HIM OFF THE HOT SEAT, AND STOP THESE AFTERNOON TRAINING SESSIONS?

HEY! IT ISN'T AS IF YOU STILL NEED THEM NOW THAT DAD'S ONLINE!

AND YET...

NEW & IMPROVED

UNCLE PHIL IS THE ONLY ONE WHO SUPPORTED YOU FROM THE VERY START.

YOU CAN'T JUST DUMP HIM!

IT WOULDN'T BE FAIR, RIGHT, OR--RED ALERT!

SOMETHING'S TRIGGERED YOUR SPIDER-SENSE!

SOMETHING REAL NASTY BY THE FEEL OF IT!

THERE! ON THAT DISTANT ROOFTOP--YOUR OLD FRIEND DARKDEVIL!

B-BUT WHAT'S HE DOING--?

KEEP ON SINGING, LITTLE BIRDIE! I LOVE THE SOUND OF YOUR VOICE!

I...I'VE ALREADY TOLD YOU EVERYTHING I--

ARRRGH!

FOR GOD'S SAKE, DARKDEVIL--

--GET A GRIP, AND STOP BEATING ON THAT POOR MAN!

GO HOME, CHILD!

I CAN'T PLAY WITH YOU NOW.

HAVE YOU LOST YOUR MIND? THAT GRIM AND GRITTY STREET VIGILANTE ROUTINE WAS A TIRED CLICHE IN MY FATHER'S DAY!

QUIT PLAYING PSYCHO AND-- HEY!

THIS IS NO GAME, SPIDER-GIRL!

DO YOURSELF A FAVOR AND WALK--NO--MAKE THAT RUN AWAY!

I'M HUNTING A LIVING NIGHTMARE-- A MONSTROUS EVIL THAT MUST BE STOPPED AT ANY COST!

DON'T YOU DARE SMIRK AT ME BENEATH YOUR MASK, YOUNG LADY! I'M DEADLY SERIOUS!

THE MAN I SEEK KILLS WITHOUT CONSCIENCE OR RESTRAINT!

IF YOU KNOW WHAT'S GOOD FOR YOU, YOU'LL STAY OUT OF MY WAY, AND LET ME DO MY JOB!

:WHEW!- TALK ABOUT SOMEONE WHO SHOULD SWITCH TO DECAF!

YOU DON'T KNOW WHETHER TO BE RELIEVED OR INSULTED WHEN DD PULLS HIS PATENTED DISAPPEARING ACT, BUT THEN...

:Ugnnnn:

YOU INSTANTLY REALIZE THAT THIS MAN NEEDS AN EMERGENCY ROOM, BUT--

--IS IT REALLY SAFE TO MOVE HIM?!

FOR A reallllly LONG MOMENT, YOU STAND TORN BY INDECISION, AND THEN...

I...I'M NOT SURE I'M DOING THE RIGHT THING, SIR, BUT I'M TAKING YOU TO THE NEAREST HOSPITAL!

P-PLEASE HANG ON!

I-I'LL TRY TO MAKE THIS AS FAST AND AS PAINLESS AS POSSIBLE!

WHAT'S UP WITH DARKDEVIL?

HE'S ALWAYS BEEN A TAD CANTANKEROUS, BUT...

WHAT COULD DRIVE HIM TO SUCH BRUTALITY?

K-KAINE...

H-HE'S HOLED UP IN THE *Church Key*.

CANE?!

WHO THE HECK IS CANE?!

AND WHY DOES THAT NAME SEND CHILLS ARCING DOWN YOUR SPINE?

H-HE'S PROBABLY A REGULAR IN DD'S ROGUES' GALLERY.

PROBABLY THEIR ANNUAL GRUDGE MATCH.

Yeah, probably...

YOU SNAG A PASSING PARAMEDIC AS YOU ARRIVE AT THE HOSPITAL, BUT THEN...

I'M A REPORTER WITH THE ***DAILY BUGLE***. WHY DID YOU ***ATTACK*** THIS MAN?

WHAT CRIME DID HE COMMIT?

N-NO COMMENT!

THIS DAY JUST KEEPS GETTING BETTER!

YOU DON'T WANT TO IMPLICATE DD UNTIL YOU HEAR HIS SIDE, BUT-- ***the Daily Bugle?!***

DAILY BUGLE

THAT'S THE RAG WHICH USED TO DOG YOUR DAD!

MR. WALTERS! *MR. WALTERS!* I JUST PICKED UP A HOT SCOOP FROM ONE OF OUR STRINGERS.

SEEMS THE NEW *SPIDER-GIRL* JUST ROUGHED UP SOME POOR CITIZEN.

LIVE

YOU *SURE* ABOUT THIS, MS. MOORE?

MORE OR LESS! MY SOURCE SAW HER WITH THE VICTIM... BUT HE WAS TAKEN IN FOR TREATMENT BEFORE GIVING A STATEMENT.

YOU KEEP THIS STORY UNDER WRAPS UNTIL YOU CAN VERIFY THE FACTS.

SHOULDN'T WE TAKE IT TO THE CHIEF?

ABSOLUTELY *NOT!*

I DON'T WANT TO RISK SPARKING ANOTHER *ANTI-SPIDER* CAMPAIGN--

:Harrumph:

I STILL OWNED THIS NEWSPAPER THE LAST TIME I CHECKED, MR. WALTERS--

--AND I'M FULLY CAPABLE OF ASSESSING THIS STORY ON MY OWN.

GATHER YOUR FACTS, MS. MOORE--AND I AGREE WITH MY EDITOR IN CHIEF ON THIS POINT--THEY MUST BE CONFIRMABLE *FACTS* AND NOT MERE SPECULATION.

THE PUBLIC HAS A RIGHT TO KNOW THE *TRUTH* ABOUT THIS NEW SPIDER-PERSON.

IS SHE A SUPER HERO OR A SUPER-MENACE?

I'LL GET RIGHT ON IT, *MR. JAMESON!*

SHOULDN'T YOU BE IN *SCHOOL*, YOUNG LADY?

POLICE
MIDTOWN SOUTH

I'M BETWEEN CLASSES. MY NEXT ONE DOESN'T START FOR A HALF HOUR OR SO.

SCHOOL WAS VERY DIFFERENT IN MY DAY.

-;Ahem!-

WHAT CAN I DO FOR YOU?

I WAS...*uhhh*...HANGING IN THE SCHOOL LIBRARY, READING UP ON ALL THE CURRENTLY ACTIVE SUPER GUYS.

JUST TO, *you know*, CHECK OUT THE COMPETITION--AND I CAN'T FIND MUCH ABOUT THE ONE THEY CALL *DARKDEVIL*.

FORGET HIM! HE'S NOT ANYONE YOU WANT TO KNOW.

THE GUY'S A SICK AND TWISTED INDIVIDUAL.

A FLIMFLAM ARTIST WHO'S RIPPING OFF THE MEMORY OF A GREAT MAN.

AND HE ALWAYS SPEAKS SO *highly* OF YOU...

SAY *WHA--?!*

JOKE, DADDY...

YOU KNOW ANYTHING ABOUT AN ENEMY OF HIS NAMED *CANE*?

KAINE--?!

WHAT'S THIS ABOUT, MAY?

WHERE'D YOU HEAR THAT NAME?

I...I SAW IT MENTIONED IN...AN OLD NEWSPAPER.

THAT MONSTER HAS NOTHING TO DO WITH YOU. JUST PUT HIM OUT OF YOUR MIND!

YOU SHOULD BE CONCENTRATING ON YOUR *SCHOOLWORK* INSTEAD OF WASTING TIME WITH THIS NONSENSE.

I...I GOTCHA.

SPEAKING OF SCHOOL, I'D BETTER GET MOVING. WE CAN FINISH THIS DISCUSSION LATER.

THERE'S NOTHING FURTHER TO DISCUSS, YOUNG LADY.

WHO IS CANE?

WHY DOES HE INSPIRE SUCH OBVIOUS AFFECTION?

DOES HE ALSO HAVE SOME PAST HISTORY WITH SPIDER-MAN, OR IS YOUR DAD JUST BEING HIS USUAL OVERPROTECTIVE--

MAY--?!

WHAT ARE YOU DOING HERE?

UNCLE PHIL--!

YOUR LUNCH DATE--!

I'M GLAD TO SEE YOU'RE ALL RIGHT. I GOT WORRIED WHEN YOU DIDN'T SHOW AT THE WAREHOUSE.

SOMETHING CAME UP, AND I HAD TO TALK TO MY FATHER.

YOUR...FATHER?

OH, NO! NOT THE HURT PUPPY DOG FACE!

I...I REALLY HAVE TO RUN.

I'LL CALL YOU LATER.

YEAH. *sure.*

CHURCH

EVERYTHING'S SET, AND ALL THE APPROPRIATE PALMS HAVE BEEN GREASED.

YOU'RE SHIPPING OUT AT MIDNIGHT ON *The Double Clover.*

317-113

YOU WON'T BE LATE IF YOU KNOW WHAT'S GOOD FOR YOU.

I ASSUME YOU KNOW THE DEVIL MAN'S BEEN CHEWING UP THE ENTIRE CITY, TRYING TO GET THE BITE ON YOU.

MUST HAVE BEEN A PRETTY BIG SCORE TO DRAW YOU BACK HERE AFTER ALL THESE YEARS, AND--

ARRRK

ARE YOU PRYING INTO MY PERSONAL AFFAIRS, WEASEL?

N-NO, KAINE!

*N-*NOT AT ALL!

SEE THAT YOU *DON'T*...

BECAUSE I CAME TO CHECK UP ON A *family* MATTER.

YOU'RE ON A STREAK, GIRL.

YOU'VE LIED TO YOUR DAD--

--HURT YOUR UNCLE--

--AND JUST FAILED TO PICK UP ANY BACKGROUND ON THIS **Cane** (or is it **Caine**?) ON THE NET.

EITHER YOU HAVE THE WRONG SPELLING, OR--

HEY, PRETTY LADY! YOU GOT A MINUTE FOR A NOT-SO-SECRET ADMIRER?

WHY? YOU WANT TO TRY SHOVING ME AGAINST A LOCKER?

WHILE THE IMAGE HAS A CERTAIN RUDIMENTARY APPEAL, I THOUGHT WE'D START WITH CAPPUCCINOS AFTER CLASS.

WHO'S THE SHRUG WITH MAY?

NEW KID--AND I HEAR HE'S NO CHOIR BOY.

BRAD, YOU KNOW HOW YOU'VE BEEN PLANNING TO MOVE ON THIS GIRL FOR THE PAST FEW WEEKS?

YOU MAY HAVE MISSED YOUR *WINDOW*, MY FRIEND.

THE REST OF YOUR DAY PASSES WITHOUT INCIDENT.

That's if you discount the way Jimmy Yama manages to elude you after class.

(Girlfriend, indeed!)

And you do the same to your father after dinner!

SOMETIME AFTER ELEVEN, YOU QUIETLY SLIP OUT YOUR BEDROOM WINDOW...

YOU PLAN TO OBSERVE THE CHURCHKEY FROM A SAFE DISTANCE.

KER-RASSSH!

YEAH...

NICE PLAN!

I SEE YOU'RE STILL MAKING FRIENDS!

THE QUIP ESCAPES YOUR LIPS A SECOND OR TWO BEFORE YOUR MIND FULLY REGISTERS THE DEVASTATION SURROUNDING YOU.

DARKDEVIL IS OBVIOUSLY OUT OF CONTROL--

--AND MUST BE STOPPED!

SPIDER-GIRL!

I WARNED YOU AGAINST INTERFERING!

I DON'T KNOW WHAT'S SUDDENLY GOTTEN INTO YOU, BUT YOU CAN'T GO AROUND DESTROYING PROPERTY AND BEATING ON PEOPLE!

YOU JUST CAN'T!

YOU'RE *SUPPOSED* TO BE ONE OF THE GOOD GUYS!

PACK OFF, POLLYANNA! I DON'T HAVE TIME FOR FAIRY TALES.

MAYBE I'M NOT YOUR IDEA OF A HERO...BUT THERE IS NO SANTA CLAUS, EITHER.

DON'T WALK AWAY FROM ME, DARKDEVIL! *PLEASE!* I'M WARNING YOU--!

I'LL *MAKE* YOU LISTEN IF THAT'S WHAT IT TAKES!

DO YOU SERIOUSLY THINK THAT *YOU* CAN STOP ME, LITTLE GIRL?

HA!

YOU'VE ONLY FOUGHT AMATEURS AND CLOWNS UNTIL NOW, HONEY CHILD.

YOU DON'T HAVE WHAT IT TAKES TO THROW DOWN AND DIRTY IN A REAL HIGH-STAKES *SUPER BATTLE*--

--SO *BACK OFF!*

I CARE ABOUT YOU, DAREDEVIL!

AND I'M GOING TO *HELP* YOU--

CHURCH

SKEE-RASHH!

--WHETHER YOU LIKE IT OR NOT!

I DON'T KNOW WHERE ALL THIS NEWFOUND CONFIDENCE HAS COME FROM, CHILD--

--BUT IT'LL ONLY GET YOU *HURT!*

SERIOUSLY *HURT!*

MAYBE NOT.

I HAVEN'T EXACTLY BEEN FLITTERING AWAY MY DAYS, WATCHING THE SOAPS!

ALL RIGHT, I'LL CONCEDE THAT YOU'VE *IMPROVED* OVER THE LAST FEW MONTHS--

--BUT YOU'RE STILL A BEGINNER COMPARED TO *ME!*

TALK TO ME, DARKDEVIL! TELL ME ABOUT THIS MAN YOU'RE HUNTING!

WHO IS CANE, AND *WHAT* HAS HE DONE?

THERE'S NO TIME TO EXPLAIN. I HAVE TO REACH THE WHARF.

IT'S ALMOST MIDNIGHT, AND THAT'S WHEN HE'S SCHEDULED TO SHIP OUT.

AMES

7

WHY DON'T YOU JUST LET HIM GO?

YOU...YOU DON'T *UNDERSTAND* WHAT YOU'RE ASKING!

AND *WHOSE* *FAULT IS THAT?*

KAINE IS *EVIL PERSONIFIED!*

A MONSTER WHO *MAIMS* FOR PLEASURE, AND COMMITS *MURDER* FOR MERRIMENT.

AND *THIS* IS HOW YOU REACT TO HIM?!

I'M THINKING A CRASH COURSE IN *stress management* MAY BE IN ORDER!

LOOK AT THE *DESTRUCTION* YOU'VE CAUSED, DARKDEVIL!

THINK ABOUT THE *MEN* YOU'VE POUNDED INTO SUBMISSION!

ARE YOU ALL THAT *DIFFERENT* FROM THIS CANE CHARAC-- *OH GREAT!*

THIS IS ONE OF HIS FLAMING CONSTRUCTS!

SMART GIRL! TOO BAD YOU DON'T HAVE *EYES* IN THE BACK OF YOUR--

CANCEL THAT! I MOMENTARILY FORGOT THAT YOUR *SPIDER-SENSE* WOULD WARN YOU IN ENOUGH TIME TO DODGE MY BLOW.

HOW... DO YOU EVEN KNOW ABOUT MY SPIDER-SENSE?

IT ISN'T EXACTLY COMMON KNOWLEDGE!

I HAVE MY WAYS, CHILD.

I KNOW FAR *MORE* ABOUT YOU THAN YOU COULD POSSIBLY CONCEIVE, OR--

SUFFETS

PLAYTIME IS OVER, YOUNG LADY!

I HAVE A *FREIGHTER* TO CATCH, AND A *DEMON* TO DESTROY!

NO, DARKDEVIL! *NO!* I CAN'T LET YOU *GO!*

YOU INSTINCTIVELY RAISE YOUR HANDS, FAILING TO NOTICE THE CHUNKS OF DEBRIS THAT STILL CLING TO YOUR PALMS.

AND THEN--!

I WON'T LET YOU LEAVE!

PPPHHHP!

HOW DID YOU MANAGE TO DISCHARGE THAT RUBBLE AT ME?

NEITHER YOUR FATHER NOR I EVER--

YOU--?!

WHAT DO *YOU* HAVE TO DO WITH MY FATHER?

NEVER MIND!

I'VE ALREADY SAID TOO MUCH.

WITHOUT ANOTHER WORD, HE TAKES TO THE ROOFS--OBVIOUSLY HEADING FOR THE WHARF!

YOU FOLLOW AS QUICKLY AS POSSIBLE, BUT--

HEY! WHAT'S UP?

WHERE'S THE BIG BAD MONSTER I'VE BEEN HEARING ABOUT?

He's gone!

I HOPE YOU'RE HAPPY, LITTLE GIRL.

NOT PARTICULARLY.

MY ONLY GOAL WAS TO PREVENT YOU FROM DOING SOMETHING YOU'D REGRET.

I'VE HAD BETTER SUCCESS.

YEAH.

ME, TOO.

I'LL SEE YOU AROUND.

YOU'RE *LEAVING--!*

WITHOUT THE USUAL TAUNTS OR EVEN A PRETENSE OF ENLIGHTENMENT?

AT THE VERY LEAST I THINK I'M ENTITLED TO THE CORRECT SPELLING FOR CANE'S NAME, AND--*C'mon, Darkdevil!*

THIS MYSTERIOUS CREATURE OF THE NIGHT DRAMA IS GETTING REAL OLD, AND--

DARKDEVIL--?!

IS THAT *you* I SENSE?!

OOO! YOUR FEELING OF IMPENDING DANGER SEEMS TO BE FADING.

WITH YOUR SPEED AND AGILITY, YOU COULD PROBABLY TRACK DOWN WHOEVER CAUSED IT, BUT--like--WHY EVEN BOTHER?!

YOU'RE ALREADY EXHAUSTED AFTER YOUR BATTLE WITH DARKDEVIL.

AND, BESIDES, YOU HAVE another ERRAND TO RUN.

OLICE
TOWN SOUTH

CATCH YOU TOMORROW, PHIL.

HAVE A SAFE SHIFT, RIZZO.

YOU PLANNING TO GO STRAIGHT HOME, UNCLE PHIL?

OR CAN I CON YOU INTO A QUICK PIT STOP AT THE DINER?

MAY--?!

WHAT ARE YOU DOING OUT SO LATE?

WAITING FOR YOU!

I KNOW THAT THIS IS THE NIGHT YOU USUALLY LOG AN EXTRA SHIFT.

YOU SHOULD BE *HOME*, YOUNG LADY.

HEY! I STILL HAVE A FEW HOURS BEFORE I'M DUE TO WAKE UP!

A VERY FEW THANKS TO YOUR DAD!

YOU SIMPLY WON'T BELIEVE THE DAY I HAD, UNCLE PHIL.

YOU KNOW HOW I CAN *CLING* TO WALLS?

WELL, I JUST LEARNED THAT'S NOT *ALL* I CAN DO...

THE *END*... *for now!*

MARVEL COMICS 2

GIANT-SIZED SPECTACULAR!

SEPT

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THE DAUGHTER OF THE TRUE SPIDER-MAN!®

SPIDER-GIRL™

96 PAGE ANNUAL

MAYDAY PARKER FACES HER GREATEST NIGHTMARE, AND MOST PAINFUL LOSS...

MISERY

DEFALCO
OLLIFFE

MISTRY

WHY DID MR. SLATTERY CHOOSE TODAY OF ALL DAYS?

(OKAY, SO MAYBE HE WAS A LITTLE BIT DISAPPOINTED WITH YOUR PAPER ON THE GREAT GATSBY.)

(HEY, WITH THE EARLY MORNING PRACTICE SESSIONS WITH YOUR DAD, AND THE LATE NIGHT FORAYS AS SPIDER-GIRL, IT'S A MIRACLE YOU EVEN FINISHED IT!)

DID HE REALLY HAVE TO SEE YOU AFTER CLASS?

YOUR NAME IS MAY "MAYDAY" PARKER--

--AND YOU'RE TOTALLY SMOKED AT YOUR ENGLISH TEACHER FOR MAKING YOU SO LATE.

RON FRENZ STORY IDEA | TOM DeFALCO WRITER | PAT OLLIFFE BREAKDOWNS | SAL BUSCEMA FINISHES | CHRISTIE SCHEELE & JACK MORELLI COLORS | BOB HARRAS CHIEF

FASTER, GIRL! FASTER!

THIS COULD BE YOUR ONLY CHANCE TO EVER CATCH A GLIMPSE OF... OF HIM!!

A FEW MONTHS AGO YOU LEARNED THAT YOUR DAD WAS THE AMAZING SPIDER-MAN--

--AND THAT YOU HAD SOMEHOW INHERITED HIS SPECTACULAR POWERS.

REMEMBER HOW EXCITED YOU WERE?

THAT'S PROBABLY HOW THE REST OF THIS CROWD IS FEELING RIGHT NOW.

MAY!! OVER HERE, GIRLFRIEND!

GOOD OL' DAVIDA! SHE AND COURTNEY SAVED YOU A SPOT BY THE BARRICADE!

D-DID I MISS ANY-THING!?

NOT YET! HE'S STILL INSIDE HIS TRAILER AND--WAIT!

LOOK!! THE DOOR'S STARTING TO OPEN!!

IT'S HIM!

YOU GO, BOY!!

IT'S REALLY HIM!

EVERY GENERATION HAS ITS MOVIE IDOLS.

OURS JUST HAPPENS TO BE LEONARD GROOTE, THE STAR OF PORTRAIT OF A YOUNG ARTIST AND THE SENSITIVE MAN.

HE'S SOOOO VERY GORGEOUS!

I'VE HAD AN ITCH FOR THIS BOY EVER SINCE HIS DAYS ON *EVERYBODY'S HAPPY* WITH--

--WHAT WAS HER NAME?

MELISSA SOMEBODY.

CARSDALE, YOU THINK--

--EVEN AS YOUR *SPIDER-SENSE* SUDDENLY BEGINS TO TINGLE--

--ALERTING YOU TO APPROACHING *DANGER.*

B-BUT THAT'S RIDICULOUS! EVERYBODY LOVES LEONARD!

(EVEN YOUR *MOM* THINKS HE'S HOT!)

HEY! WHAT'S WITH THIS *STUPID SMOKE?*

IT'S RUINING MY *BIG ENTRANCE!*

S-SOMEBODY MUST HAVE SCREWED UP, MR. GROOTE!

WE DIDN'T SCHEDULE ANY SPECIAL EFFECTS FOR THIS SHOOT!

HELLO, LEONARD MY DARLING.

DO YOU REMEMBER ME?

THERE WAS A TIME-- *LONG, LONG AGO--* WHEN WE WERE *CO-WORKERS... FRIENDS...* AND MUCH, MUCH *MORE!*

YOU AND I SHARED SUCH BEAUTIFUL DREAMS!

WE REALLY SHOULD HAVE LIVED HAPPILY EVER AFTER--

--BUT THEN *YOU* DECIDED TO MOVE ON--

--WITHOUT *ME!*

TOO COOL!

THAT LUCKY GIRL MUST PLAY THE VILLAIN IN LEONARD'S NEW MOVIE!

ISN'T HE THE GREATEST?! HE ACTUALLY LOOKS *TERRIFIED!*

SMART BOY!

ACCORDING TO YOUR SPIDER-SENSE--

--THIS IS FOR REAL!

M-MEL BABY?

Y-YOU'RE LOOKING GREAT, KIDDO!

W-WE SHOULD DO LUNCH!

ZZZZZZZZ

SORRRY!

I HAVE A STRICT POLICY AGAINST DATING PEOPLE I DOUSE WITH *ACID.*

ACID?!

A-ARE YOU *CRAZY,* MEL?!

NOT THE FACE!!

FOR GOD'S SAKE-- ***NOT THE FACE!***

YOUR DAD WOULD HAVE ENTERED THIS SCENE WITH A MEMORABLE QUIP.

YOU, HOWEVER, BARELY MANAGE A ***WEB-SHIELD--***

--AND ARE HARD-PRESSED TO PREVENT THE ***ACID BOMBS*** *FROM RICOCHETING INTO THE CROWD.*

FUNNY IS ***NEXT*** *YEAR'S PRIORITY.*

HA! I SHOULD HAVE KNOWN SOME YOUNG BIMBO WOULD TRY TO SAVE MR. SENSITIVE! HE ALWAYS HAD A WAY OF MANIPULATING THE NAÏVE AND PUBESCENT!

YOU EITHER HAVE SERIOUS ISSUES--

--OR YOU'RE IN DESPERATE NEED OF A NAP!

T-THAT MONSTER RUINED MY CAREER ...AND MY LIFE!

WE WERE SUPPOSED TO SHARE TOP BILLING AND SCREEN TIME ON EVERYBODY'S HAPPY!

BUT HE CONNED THE SHOW'S PRODUCER--A WOMAN--INTO FOCUSING ON HIS CHARACTER!

Everybody's Happy!

Everybody's h

HE GOT ALL THE GOOD STORY LINES, BECAME A BREAKOUT STAR, AND THEN--

--DITCHED THE SHOW!!

I-IT WAS JUST BUSINESS, MEL!

I COULDN'T REFUSE THE LEAD IN PORTRAIT OF A--

YARGH!!

SHUT UP, LENNY!

SHUT UP!!

Y-YOU'RE LOOKING TO SCARE A MAN BECAUSE HE QUIT A STUPID SITCOM?!

I--I HAD ONE... UNTIL HE DESTROYED IT-- UGGFF!!

GET A LIFE, LADY!

S-SHE HIT MY FACE!

IS IT ALL RIGHT?

D-DO I NEED RECONSTRUCTIVE SURGERY?

LISTEN TO THAT WHINING WIMP!

I WAS THE ONE WHO TAUGHT HIM HOW TO ACT!

I HELPED MOLD HIS CAREER... AND HE DUMPED ME!

OKAY, THE GUY'S A BIG CREEP!

DIS HIM IN THE TABLOIDS IF YOU WANT, BUT LEAVE THE ACID AT HOME!

NO! HE HAS TO SUFFER!

HE TRASHED MY CAREER, CRUSHED MY DREAMS, AND EVEN TARNISHED MY SELF-RESPECT!

SHE RELEASES ANOTHER SMOKE GRENADE, QUITE OBVIOUSLY HOPING TO ESCAPE IN THE CONFUSION--

--BUT SHE DOESN'T REALIZE YOU HAVE A SECRET WEAPON!

I REALLY DON'T WANT TO ADD TO YOUR PAIN, MISS CARSDALE--BUT YOU NEED PROFESSIONAL HELP!

CLOSED

I ADMIRE YOUR PERSISTENCE, DEAR GIRL--

--BUT I STOPPED USING MY OLD STAGE NAME WHEN I DISCARDED MY FORMER LIFE!

I'M MISERY NOW!!

THANKS TO A WARNING TINGLE, YOU INSTINCTIVELY JERK BACK-WARDS--

I LOST EVERY-THING THAT EVER MATTERED TO ME BECAUSE OF MR. LEONARD GROOTE--

--AND I'M GOING TO RETURN THE FAVOR!

--BARELY MANAGING TO ESCAPE HER ELECTRIFIED KNUCKLE THINGEE!

I'LL START WITH HIS FACE, AND SLOWLY STRIP AWAY-- UFFTT!

PLEEEASE! I'M NOT INTO RACY TALK!

LET'S AT LEAST TRY TO KEEP THE CONVERSATION SUITABLE FOR ALL AUDIENCES!

YOU SHOULDN'T CRACK WISE WITH ME, YOUNG LADY!

I TAKE MY NEW NAME VERY SERIOUSLY!

I CAN BREAK ANY VICTIM!

I JUST KEEP PILING ON THE GRIEF AND TORMENT UNTIL HE-- OR SHE-- SHATTERS LIKE CHEAP GLASS!

YEAH.

SURE.

WHAT-EVER!

THIS NEW SMOKE CLOUD IS SETTING YOU ALL A'TINGLE.

EVERY INSTINCT SUDDENLY SCREAMS FOR YOU TO RUN!

TO FLEE IN MINDLESS TERROR!

INSTEAD, YOU GRIT YOUR TEETH AND SPRING FORWARD!

SOME VICTORIES ARE SOOOO VERY SATISFY-ING.

THEY GIVE YOU A MAJOR RUSH AND MAKE YOU REAL PROUD YOU'RE WEARING WEBS!

OTHERS... WEEEELLLL... NOT SO MUCH.

A MORE EXPERI-ENCED HERO WOULD'VE HANDLED THIS BETTER!

YOU FEEL VAGUELY DISGUSTED WITH YOUR-SELF.

AND WHY IS YOUR SPIDER-SENSE STILL TINGLING?

EVEN AS YOU SCURRY OFF, TO SWITCH INTO YOUR CIVVIES, THE MEN IN BLUE ARRIVE...

THERE'S A GIRL WHO COULD USE A MAJOR MAKEOVER!

I-I STILL CAN'T BELIEVE SHE'S MELISSA CARSDALE!

I-I'M SERIOUS, MEL BABY! HAVE YOUR PEOPLE CALL MINE WHEN YOU GET OUT!

SLASHER FILMS ARE BOUND TO MAKE A COMEBACK SOMEDAY, AND YOUR NEW LOOK COULD SCORE YOU A MAJOR FRANCHISE!

PLEASE WATCH YOUR HEAD, MA'AM.

TRUST ME, LEONARD MY LOVE... YOU WILL HEAR FROM ME AGAIN.

AND YOU'RE NOT THE ONLY ONE!

SOMETHING IN HER TONE SENDS CHILLS PRICKLING ACROSS YOUR BACK.

IT'S ALMOST AS IF HER LAST COMMENT WAS DIRECTED AT YOU.

YEAH...

RIIIIGHT!

"INTO THE DEPTHS!"

I GUESS THE SHOW'S OVER. WE MIGHT AS WELL HEAD BACK TO SCHOOL.

MELISSA CARSDALE? I USED TO BE JEALOUS OF HER!

ODD!

MIDTOWN HIGH SCHOOL

YOUR SPIDER-SENSE IS STILL TINGLING.

WHY?!

YOU OKAY, MAY? YOU SEEM A LITTLE DISTRACTED.

HOPE YOU DIDN'T *BUY* THAT PUBLICITY SCAM!

I'M *SURE* IT WAS *REAL!*

NOT A CHANCE!

MISS PARKER! *MISS PARKER!* MAY I HAVE A WORD WITH YOU?

IT'S ABOUT YOUR PAPER ON *THE GREAT GATSBY!*

BUT I THOUGHT WE ALREADY CAME TO AN AGREEMENT, MR. SLATTERY!

SO DID I... UNTIL I REREAD IT... AND DISCOVERED A FEW PARAGRAPHS THAT WERE COPIED *VERBATIM* FROM ONE OF YOUR SOURCES!

UNACCEPTABLE YOUNG LADY!

B-BUT I *NEVER--!*

DON'T YOU *DARE* LIE TO ME! I HAVE *PROOF*... AND YOU HAVE AN *F!*

B-BUT SIR, I--!

ENOUGH! I ALREADY GAVE YOUR PAPER TO THE PRINCIPAL. TAKE YOUR EXCUSES TO *HIM!*

GOSH, MAY, I KNEW YOUR GRADES HAVE BEEN FALLING LATELY, BUT-- *PLAGIARISM?!*

YOU'RE IN BIG TROUBLE, GIRLFRIEND!

GYMNAS

STUNNED AND HUMILIATED BY THIS OUTRAGEOUS ACCUSATION, YOU SLINK AWAY FROM YOUR FRIENDS.

DETERMINED TO PROTEST YOUR INNOCENCE, YOU CUT THROUGH THE GYM ON YOUR WAY TO THE PRINCIPAL'S OFFICE, BUT THEN...

YO, PARKER!

MIDTOWN BASKETBALL

34

SLATTERY CAME BY, AND MENTIONED YOUR CUTE LITTLE STUNT.

HE THINKS YOU'RE CUTTING CORNERS BECAUSE OF BASKETBALL, BUT YOU'VE BEEN SLACKING FOR MONTHS.

PLEASE BELIEVE ME, COACH THOMPSON, I NEVER--

MIDTOWN BASKETBALL

NOTHING I CAN DO, LADY. YOU'RE OFF THE TEAM UNTIL YOU FIX THIS MESS!

WHATEVER HAPPENED TO INNOCENT UNTIL PROVEN GUILTY?

(YOU'VE BEEN AFRAID YOUR GRADES WOULD FALL EVER SINCE YOU DONNED YOUR WEBS.)

YOU ARE INNOCENT, RIGHT?

(OFF THE TEAM?!)

THE PRINCIPAL MERELY GIVES YOU A CONDESCENDING SMILE--

--AND PUTS YOU ON ACADEMIC PROBATION, PENDING A FORMAL HEARING...

OH, WHAT A DAY THIS HAS BEEN...

...AND IT'S ABOUT TO GET WORSE!

WHERE HAVE YOU BEEN, YOUNG LADY?!

YOU OWE US AN EXPLAN-ATION!

YOUR SCHOOL PRINCIPAL CALLED ME EARLIER--

--I WAS NEVER SO EMBARRASSED IN MY LIFE!

THIS IS BECAUSE YOU'RE *WEB-SWINGING* WHEN YOU SHOULD BE *STUDYING!*

WE MUST'VE BEEN INSANE TO ALLOW YOU TO BECOME *SPIDER-GIRL!*

IF THIS GOES ON YOUR PERMANENT RECORD, IT COULD PREVENT YOU FROM GETTING INTO A GOOD COLLEGE.

YOU'RE *THROUGH* PLAYING *HERO!*

YOU HAVE TO GET YOUR PRIORITIES STRAIGHT, HOTSHOT!

MOM...DAD... SOMETHING IS *WRONG!*

WHAT DO YOU THINK WE'VE BEEN TRYING TO *TELL YOU?!*

I--I MEAN MY *SPIDER-SENSE* IS TINGLING!

DON'T *YOU* FEEL IT, DAD?

IT'S GROWING MORE AND MORE *INTENSE*, AND--

HI, EVERY-ONE!

REMEMBER ME?

THE GREEN GOBLIN!

IT'S SO VERY GRATIFYING TO SEE THE *ENTIRE FAMILY* TOGETHER!

MAKES ME LONG FOR THE DAYS WHEN I HAD ONE, TOO!

BUT THAT WAS BEFORE *SPIDER-MAN* DROVE MY DAD INSANE--

--MURDERED MY GRANDFATHER--

--AND PROBABLY HAD A HAND IN MY MOTHER'S *STROKE!*

I LOST EVERY-THING THAT MATTERED TO ME BECAUSE OF SPIDER-MAN!--

--AND I'M GOING TO RETURN THE FAVOR!

NOT IN THIS LIFETIME, MISTER!

MAY, WAIT! YOU DON'T HAVE THE NECESSARY TRAINING OR EXPERIENCE TO TAKE ON A TOTAL PSYCHO LIKE THE GOBLIN!

LET HER GO, PETER! SHE'S THE HERO NOW!

LISTEN TO MOM!

I BEAT CREEPOLA ONCE, AND I CAN DO IT AGAIN!

EVER HEAR OF BEGINNER'S LUCK?!

THOK

HE'S STRONGER AND MUCH FASTER THAN YOU REMEMBER!

KRAK

KZAK

KRAK

HE MUST'VE BEEN SOME-WHERE IN THE BACKGROUND WHILE YOU WERE FIGHTING MISERY.

THAT'S PROBABLY WHY YOUR SPIDER-SENSE HAS BEEN--

K-ZAK

ARRGH!!

THAT WAS REAL CARELESS, MAY!

I THOUGHT I TRAINED YOU BETTER!

STAY BACK! GET YOUR MOTHER TO SAFETY!

LEAVE THE FIGHTING TO A REAL PRO!

YOUR GLORY DAYS ARE OVER, OLD MAN!

AND SO IS YOUR LIFE!!

SMAAK!

DAD!

I'M GOING TO TRY TO DISTRACT THIS FREAK, AND--

URRKK!!

THWAP

WHAT ARE YOU DOING, MAY? I TOLD YOU TO GUARD YOUR MOTHER!

LEAVE MY FAMILY ALONE, YOU MONSTER!

YOUR--

--family?

SAY, I JUST REALIZED THAT YOU'RE THE ONLY ONE IN THE ROOM WHO DOESN'T HAVE SUPER-POWERS...

THAT CAN'T BE GOOD FOR YOUR HEALTH!

MOM!

KTOOM

ARRKK!

H-HE KILLED HER!

MURDERED IN COLD BLOOD BECAUSE YOU WERE TOO PIG-HEADED TO LISTEN!

GO EASY ON THE POOR GIRL, PARKER--!

NOT ONLY IS SHE BURDENED BY GUILT--

--BUT SHE JUST BECAME AN ORPHAN!

DAD!

KTAM M

YOU DIDN'T PROTECT HER... AND YOU WEREN'T GOOD ENOUGH TO STOP HIM!

NOTHING LIKE A GOOD DAY'S WORK TO PUT THE MIND AT EASE!

MAKES YOU FEEL LIKE YOU'VE MADE A REAL *CONTRIBUTION* TO SOCIETY!

BUT I MUSTN'T BE GREEDY, AND GOBBLE UP ALL OF MY SPIDERS IN ONE SITTING!

TA TA, TOOTS! HAVE A NICE DAY!

YOU WANT TO EXPLODE INTO ACTION, AND BEAT THE SMIRK FROM HIS LEERING FACE.

TO SQUEEZE THE LIFE FROM HIS UGLY THROAT AND MAKE HIM PAY FOR WHAT HE'S DONE!

B-BUT YOU CAN'T--!

YOU CAN'T DESERT *THEM!*

THIS IS ALL YOUR *FAULT!*

YOUR *RESPONSIBILITY!*

IF ONLY YOU HAD *LISTENED!*

IF ONLY YOU HAD NEVER BECOME SPIDER-GIRL!

(SPIDER-GIRL--?!)

SCHOOL, BASKETBALL, YOUR PARENTS --EVERYTHING IS SLOWLY BEING STRIPPED FROM YOU--!

(WHY DOES THAT SOUND SO FAMILIAR?)

T-THIS CAN'T BE *REAL!*

I-IT JUST CAN'T!

AT LEAST THAT'S WHAT YOU KEEP TELLING YOURSELF!

YOU SPEND THE NEXT FEW DAYS WRAPPED IN A BLANKET OF GRIEF AND TORMENT.

YOUR NIGHTS, HOWEVER, ARE RESERVED FOR THE HUNT!

THE GOBLIN MUST PAY!

THE GOBLIN WILL PAY!

EVEN AT YOUR PARENTS' FUNERAL, REVENGE DOMINATES YOUR THOUGHTS!

THE GOBLIN MUST PAY!

THE GOBLIN WILL PAY!

IT'S ONLY A MATTER OF TIME BEFORE YOU FIND HIM--

--OR HE COMES AFTER YOU!!

COURTNEY AND MR. SLATTERY DIE IN THE FIRST BLAST--!

KA-TWOOM!

A GRAVEYARD IS SUCH A CONVENIENT PLACE TO COMMIT MURDER!

CUTS OUT ALL THE MIDDLE-MEN!

KRAK

YOUR SPIDER-SENSE IS GOING WILD!

YOU ARE SURROUNDED BY DANGER!

(ODD)

(SHOULDN'T IT BE ZEROING IN ON THE GOBLIN?!)

BRAD MILLER'S FINAL CRY IS CUT HAUNTINGLY SHORT!

SNAPP

YOUR FRIENDS ARE BEING SLAUGHTERED!

YOUR UNCLE PHIL IS THE NEXT TO FALL!

B-BUT YOU STAND PARALYZED WITH INDECISION!

ENOUGH! ENOUGH!

I'M JUST GETTING STARTED, LITTLE GIRL!

ZAM

DAVIDA AND JIMMY YAMA DIE SCREAMING!

NO MORE!

SPWAK

THAT'S THE GIRL!

MAKE HIM PAY FOR WHAT HE'S DONE TO YOU, MAY!

YOUR UNCLE PHIL IS STILL ALIVE!

ALIVE!

HIT HIM, MAY!

HARDER!

HARDER!!

HE MURDERED YOUR PARENTS!

SLAUGHTERED YOUR FRIENDS!

AND RUINED YOUR LIFE!

KILL HIM!

HE DESERVES TO DIE!

KILL HIM!

YES!

YES!

YES!!

N-NO!
I...CAN'T!
I WON'T!
WHAT'S WRONG WITH YOU, GIRL?!
HE'S A MADMAN AND A MURDERER!
HE MUST BE PUNISHED!
I... I KNOW... BUT KILLING HIM WON'T BRING MY PARENTS BACK, OR--
ARRGGHH!!
M-MY SPIDER-SENSE IS GOING BALLISTIC!
HE'S THE DANGER, MAY!
DESTROY HIM! YOU OWE IT TO YOUR PARENTS!
NO! THAT ISN'T WHAT THEY'D WANT!
THEY ALWAYS TOLD ME TO TRUST MY INSTINCTS AND--
T-THAT'S IT!
HOW COULD I HAVE BEEN SO STUPID?
WHAT ARE YOU DOING, GIRL?!
HAVE YOU GONE INSANE?!
THE REAL DANGER IS STILL SURROUNDING ME, UNCLE PHIL!
I MAY NOT BE ABLE TO SEE IT-- BUT I CAN SENSE IT!
AND I JUST PRAY THAT--

I CAN SMASH IT!!

KERACK

"RESURRECTION!"

BAD MOVE, DEARIE!

THAT GIZMO COST ME A FORTUNE!

YOU!

Y-YOU WERE THE REAL MENACE--!

THE GOBLIN WAS JUST SOME KIND OF HALLUCINATION ... RIGHT?

THE WHAT?

SORRY, HONEY! I HAVE NO IDEA WHAT YOU ACTUALLY EXPERIENCED INSIDE MY GRIEF MACHINE!

GRIEF MACHINE--?!

YOU'VE GOT TO BE KIDDING!

OKAY, OKAY! I GUESS I REALLY SHOULD COME UP WITH A BETTER NAME FOR IT-- SOMETHING I COULD LICENSE TO A TOY COMPANY!

ANYWAY, THE BOTTOM LINE IS THAT I MANAGED TO GAS YOU DURING OUR FIGHT--

--AND THEN I STUFFED YOU RIGHT INTO THE LITTLE SURPRISE THAT I HAD PREPARED FOR GOOD OLD LEONARD!

CLOSED

PLEASE EXCUSE THE CORNY DEATH-TRAPS.

I REALLY DIDN'T EXPECT YOU TO BREAK FREE.

I'M JUST NOT PREPARED TO DO A PRO-LONGED FIGHT THING.

A GOOD ACTOR KNOWS WHEN TO GET OFF THE STAGE, SO I'M GOING TO--

eep!

SOME VICTORIES ARE SOOOO VERY SATIS-FYING!

SWAP

THEY GIVE YOU A MAJOR RUSH, AND MAKE YOU REAL PROUD YOU'RE WEARING WEBS.

YEAH...

R!!!!!!!GHT!!

WHERE'D YOU DISAPPEAR FOR THE LAST HOUR!?

I-IT WAS ONLY AN HOUR? SEEMED LONGER... PROBABLY 'CAUSE I WAS FINISHING UP A DULL CHORE.

DID I MISS ANYTHING?

NAH! LEONARD'S BEEN SULKING IN HIS TRAILER EVER SINCE HIS OLD GIRLFRIEND TOOK OFF WITH SPIDER-GIRL!

YOU GUYS WANT TO HANG AT MY PLACE? I JUST RENTED BOTH *PORTRAIT* AND *SENSITIVE MAN* FROM THE VIDEO STORE!

I'LL PASS.

I'VE HAD MY FILL OF LEONARD GROOTE FOR NOW!

"BESIDES-- I'M ANXIOUS TO GET *HOME!*"

DAD! MOM! I-IT'S SO GOOD TO SEE YOU AGAIN!

UH-OH! SUCH ENTHUSIASM USUALLY COMES WITH AN EXPENSIVE PRICE TAG!

ARE YOU FEELING ALL RIGHT, HOTSHOT?

YOU LOOK A LITTLE... *STRESSED.*

I FEEL GREAT, MOM!

EVERYTHING'S JUST **PERFECT!**

THE END... FOR NOW!

A FEW DOZEN READERS WRITE US EACH WEEK, ASKING ABOUT MAYDAY'S SPIDER-POWERS. THEY'RE ALL REAL CURIOUS HOW OUR GIRL WOULD MEASURE UP TO HER DAD IN HIS PRIME. SINCE WE BELIEVE IN FULL DISCLOSURE (and we're too cheap and lazy to mail the answers) WE PROUDLY PRESENT...

HOW SPIDER-GIRL COMPARES WITH SPIDER-MAN

BY TOM DEFALCO, PAT OLLIFFE, JOSEF RUBINSTEIN, JANICE CHIANG & CHRISTIE SCHEELE

AT LEAST UNTIL **SPIDER-GIRL** HIT THE SCENE!

POSSESSING THE PROPORTIONATE SPEED AND AGILITY OF A SPIDER, THE ORIGINAL WEBHEAD HAD FEW PEERS WHEN IT CAME TO HIS UNIQUE BRAND OF LIGHTNING-FAST ACROBATICS.

UNLIKE HER BOOKWORM FATHER, SHE'S A NATURAL ATHLETE WHO--thanks to her mom--BEGAN STUDYING GYMNASTICS EVEN BEFORE SHE ENTERED KINDERGARTEN.

THE ABILITY TO CLIMB WALLS AND STICK TO ANY SURFACE CAME AS NATURAL AS BREATHING TO SPIDER-MAN. (Hey, he's still known as the ol' wall-crawler!)

NOT SO FOR SPIDER-GIRL!

SHE REALLY HAS TO CONCENTRATE IN ORDER TO BRING HER CLINGING TALENTS ONLINE.

BOTH HEROES POSSESS AN UNCANNY SPIDER-SENSE THAT WARNS THEM OF IMMEDIATE DANGER.

OUR FIRST INSTINCT WAS TO RATE THEM EQUAL.

BUT THERE'S SOMETHING A LITTLE odd ABOUT MAY'S SENSE.

SO WE'D PREFER TO RESERVE JUDGMENT UNTIL IT FINISHES DEVELOPING!

IN REGARD TO STRENGTH--

--THERE'S ABSOLUTELY NO CONTEST!

SPIDER-MAN'S MORE POWERFUL LEG MUSCLES WOULD ALSO GIVE HIM A MAJOR ADVANTAGE IN ANY LEAPING COMPETITIONS.

WHEN IT COMES TO PURE BRAWN AND RAW STAMINA, SPIDER-MAN CLEARLY GETS THE NOD.

IT'S ALSO IMPORTANT TO REMEMBER THAT PETER PARKER FIRST GOT HIS POWERS IN HIGH SCHOOL, BUT MAY'S HAVE BEEN DEVELOPING EVER SINCE SHE WAS BORN.

BUT SPIDER-GIRL SEEMS TO EDGE HIM IN SOME OF THEIR SUBTLER AND MORE ATHLETIC ABILITIES.

EVEN THOUGH SHE INHERITED THEM FROM HER DAD, SHE IS A UNIQUE INDIVIDUAL--

--AND THEY MAY ASSUME SOME VERY DIFFERENT CHARACTERISTICS AS SHE GROWS OLDER!

SPEAKING OF MAY'S UNKNOWN POTENTIAL, OUR SPECTACULAR WEB-STUNNER RECENTLY LEARNED THAT SHE HAS AT LEAST ONE AMAZING ABILITY THAT DISTINGUISHES HER FROM HER FATHER! IN CASE YOU MISSED THE OCCASION IN OUR REGULAR MONTHLY COMIC--
and shame on you if you did--WE RESPECTFULLY SUBMIT...

SPIDER-GIRL'S UNIQUE POWER!

BY TOM DeFALCO, PAT OLLIFFE, JOSEF RUBINSTEIN, JANICE CHIANG & CHRISTIE SCHEELE

AS YOU SURELY KNOW--unless you spend all your time reading our dreadful competition--BOTH OF OUR SPIDER-TYPES POSSESS THE EXTRA-ORDINARY ABILITY TO CLEAVE TO ANY SURFACE.

UNLIKE HER DAD, SPIDER-GIRL NEEDS TO FOCUS IN ORDER TO ACTIVATE HER STICKING FACTOR.

(A lapse in concentration can easily result in a severe case of wall-burn!)

TO HER SURPRISE, MAY RECENTLY DISCOVERED THAT SHE CAN USE THAT SAME ACT OF WILL TO **REPEL** OBJECTS.

IF SHE'S ALREADY ATTACHED TO SOMETHING, SHE CAN ACTUALLY FORCE IT TO BLAST AWAY FROM HER.

OKAY, MAYBE THIS ISN'T THE WORLD'S MOST UNUSUAL (or even useful) SUPER-POWER.

IT STILL GIVES OUR NIMBLE NEOPHYTE CERTAIN BRAGGING RIGHTS OVER DADDY DEAREST--

--AND WE HAVE A HUNCH IT ISN'T MAYDAY'S only UNIQUE POWER!

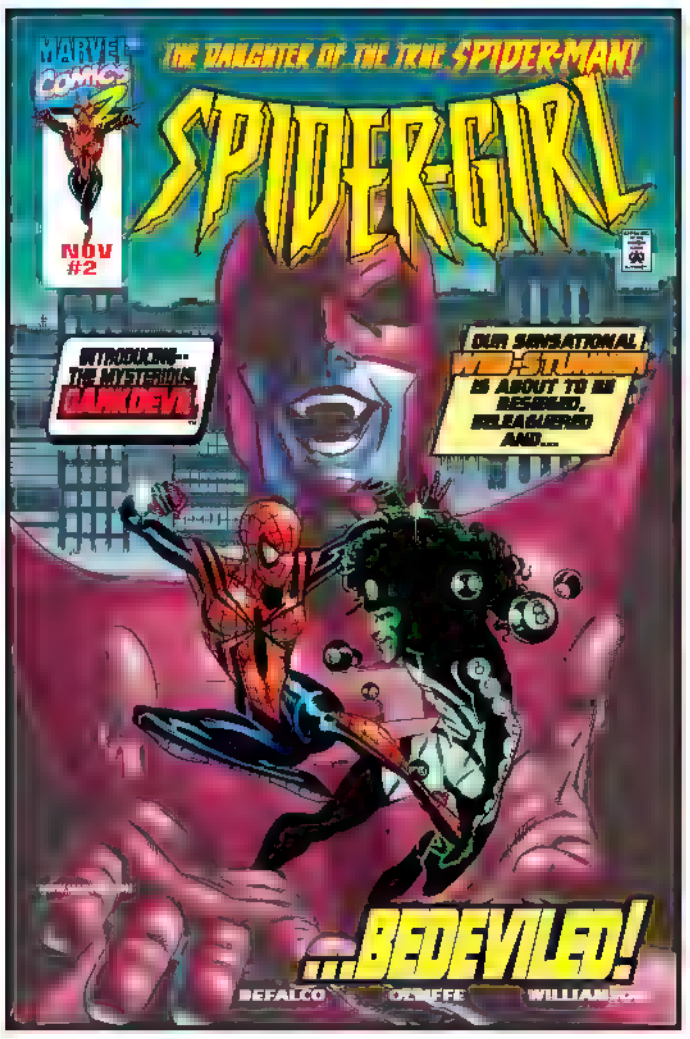
Dear diary,

I'm a freak. And, no, I'm not exaggerating again. Dear old dad... you know, the mild-mannered police scientist Peter Parker? Believe it or not, he used to be Peter Parker: Spider-Man! (I know I can make Dad climb walls, but geez!) It all started when my body started weirding out on me...more than just the monthly blahs! On the b-ball court I was really in the zone--feeling loose and slamming heat! Then I found out why: I'd inherited more than dad's hair...I can do flips higher than Xena! It's a good thing, too, because some lamoid called the Green Goblin showed up and it was up to me to save the day! But instead of teaching me the super hero secret handshake, Dad burned the webbed zoot suit! Seems he doesn't want me following in his (wall-crawling) footsteps...but a girl's gotta swing!

Dear diary,

I know I promised the parental units that I wouldn't do the hero thing, but...hey, at least I'm a rebel with a cause! Some skel was tailing dad, so I took him out...with a trash can! So then I tailed this dude to see who was after pop. Turned out to be a real nobody... Mr. Nobody to be exact! Never found out what he was after, but I did keep him busy until the cops busted the joint...and didn't get shot either! Not bad for a rookie, huh? Dad may have become a hero because someone died, but because of me, Dad will live!

So I sewed myself a suit based on the one Uncle Ben wore, slipped it on... and I must say, I look marvelous!



Dear diary,

I need a better press agent! Some goon called me Stinger! (I have a better bod than that pint-sized Avenger, right?) And if that wasn't bad enough, I almost got taken out by some joker named Crazy Eight ...who threw--get this--exploding billiard balls at me! And did I mention that none other than Darkdevil picked me as his new pet project?! That B-movie reject thinks I don't have what it takes to survive in the hero biz...as if! I bet Crazy Eight would disagree... especially after I opened a can of whoop butt on him! Oh yeah, Uncle Phil found some of my webbing--d'oh! I bet Dad never had it this tough!

Dear diary,

Do all crimefighters fall for other heroes? It's the spandex, right? Anyway, today I foiled some old fogey's plans to steal an artifact from the interactive museum in the Fantastic Five Building... and met Franklin Richards (major droolsville)! Gramps (I think he called himself Spyral) claimed to come from some alternate world. Whatever--and he almost zapped me into some dimension crawlin' with beasties! But the most brain-blowing thing of all is that Psilord himself jumped in to save me! Hope I haven't seen the last of that hottie!

MARVEL COMICS 2
JAN #4
SPIDER-GIRL
BATTLES THE DEADLY
DRAGON KING!
AND HE'S NOT EVEN HER BIGGEST PROBLEM!
MAY'S PARENTS HAVE FINALLY LEARNED ABOUT HER DUAL-IDENTITY - AND THEY'RE NOT HAPPY!
:HOO-BOY! WHAT'S A SPIDER-GIRL TO DO? (THE ANSWERS INSIDE)
DEFALCO

Dear diary,

I know I said I've seen some pretty scary things in the lunchroom, but this is ridiculous! I was about to scarf some grub with Davida when this 20 foot tall armadillo calling himself the Dragon King crashed the scene! Dad sort of forbade me from wearing the webs, but it's difficult to listen to your folks when Fin Fang Foom is about to eat your friends! So this time it was the damsel who stopped the dragon (who turned out to be Hackmutter, the school's custodian... I know, pretty Scooby-Doo, huh?) and I got bawled out by Dad for doing it! But I told him that I had a responsibility to act! No one's going to die because Spider-Girl failed to help when she should have! Let me tell ya, diary, that really shut him up!

Dear diary,

Sometimes I just want to strangle Dad... that is, when I'm not saving his life. Had a big blow-up with Pop over--what else? The Spider-Girl gig. He even trashed my costume...literally! But when Venom (loooong story) possessed Pop, who do you think had to pull his fat out of the fire (again)? And you'd think seeing me stop the villain du jour (o.k., so Uncle Phil helped a bit) would change his mind...but noooo! In fact, he's even more against my extracurricular activities than ever!

ARRRGH!

Dear diary,

Looks like I misjudged Pop. He may not want me to wear the suit now, but if I train with Uncle Phil I can enter the game when I'm eighteen (which is like a gazillion days from now)! And I'm not the only girl on Uncle Phil's dance card; he's also helping out a new hero (with a major 'tude) named Ladyhawk... who's really two sisters! Talk about a suit in training, the Double Mint Twins plan on financing their war on crime with a merchandizing blitz! Which reminds me, when are they going to make a Spider-Girl action figure?!

MARVEL COMICS
THE DAUGHTER OF THE TRUE SPIDER-MAN!
SPIDER-GIRL
APR #47
YOU MAY HAVE FOUND A WAY TO DEFEAT DARKDEVIL, YOUNG M'SSY--
--BUT YOU'LL NEVER BEAT THE MAN CALLED NOVA!
"YOUNG M'SSY"--!
WHAT A JERK
BONUS FEATURE! "THE LAST DAYS OF SPIDER-MAN!"
WILLIAMSON

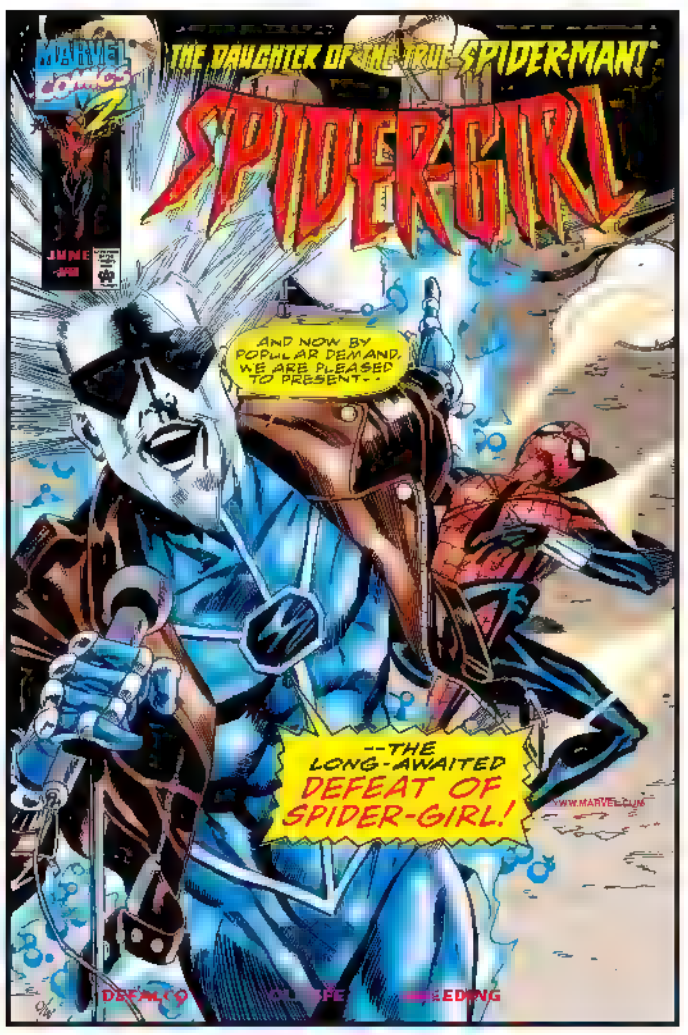
Dear diary,

Moose Mansfield almost died because I didn't wear the suit! He and Jimmy Yama finally got around to escalating their little bully/nerd dynamic...but I wasn't there to stop it because Nova thought I was a cat burglar. Not that I can blame Bucket Head... I do look pretty suspicious jumping around rooftops in my black get-up. And of course Darkdevil, my twisted version of Yoda, was there to soak it all in! He said I can't be a part-time hero...and he's right! So I went hunting for the spider duds in the attic...and Mom caught me! Weird thing is, she gave me the suit! But can I live up to her trust?

MARVEL COMICS 2
THE DAUGHTER OF THE TRUE SPIDER-MAN!
SPIDER-GIRL
WHEN MR NOBODY AND CRAZY EIGHT JOHN FORGES--
--OUR SENSATIONAL WEB-STUNNER SUDDENLY FINDS HERSELF TEAMED-UP WITH HER DAD?!
BECAUSE YOU DEMANDED IT! PETER PARKER™ FINALLY RETURNS TO ACTION!

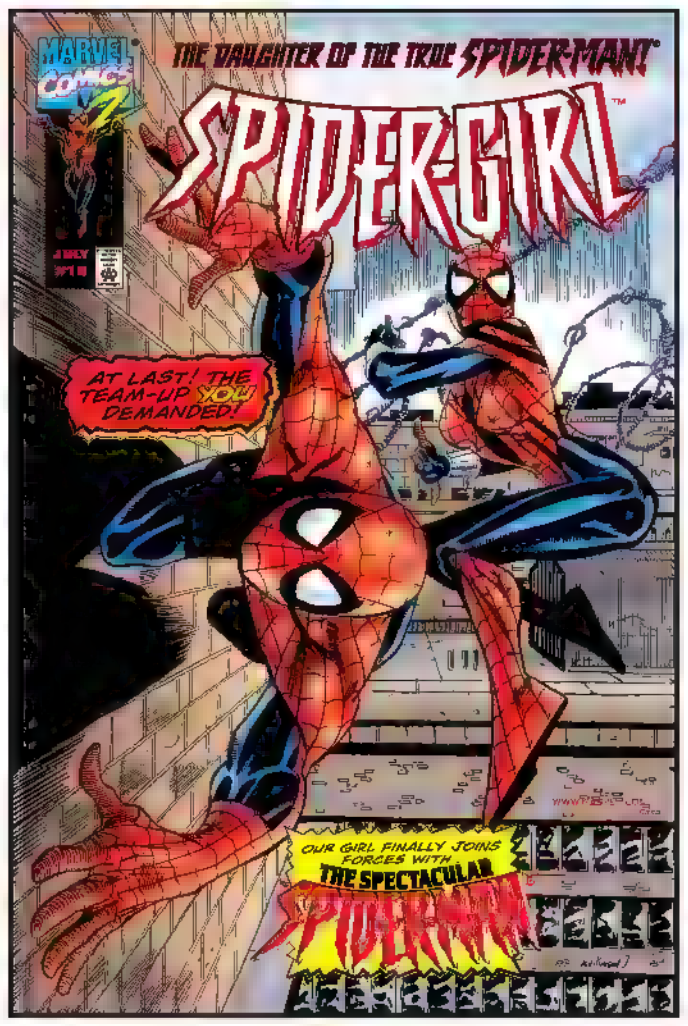
Dear diary,

How's this for a marvelous team-up: me and Dad! Mr. Nobody popped up again to free Crazy Eight from jail (do bad guys hang out at the same bars or something?) and it was time for a little father/daughter bonding! Some do it while washing the car, we do it while bashing baddies...go figure! After we sent those two losers directly to jail we had our long awaited (and dreaded) family chat... and he actually wants to train me! In the words of Homer Simpson, "Woo-hoo!"


MARVEL COMICS 2
THE DAUGHTER OF THE TRUE SPIDER-MAN!
SPIDER-GIRL
AND NOW BY POPULAR DEMAND, WE ARE PLEASED TO PRESENT--
--THE LONG-AWAITED DEFEAT OF SPIDER-GIRL!

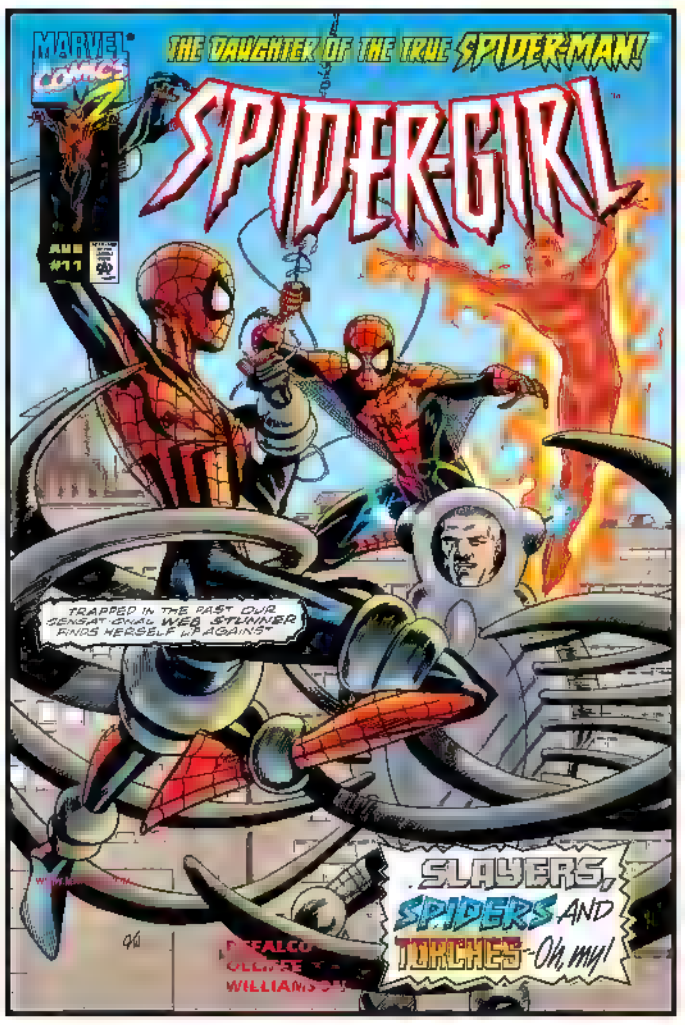
Dear diary,

First no one wants me to be Spider-Girl, now Uncle Phil, Dad, and Darkdevil are tripping over themselves to mentor me. A girl likes a little attention...but not this much! And to top it all off, Dad's going postal with this mentor thing...who does he think he is, Sgt. Fury?! Well, at least the hours of sweat paid off...I took this deadhead named Killerwatt out like yesterday's trash! Now if only I can get Brad Miller to ask me out...


MARVEL COMICS 2
THE DAUGHTER OF THE TRUE SPIDER-MAN!
SPIDER-GIRL
AT LAST! THE TEAM-UP YOU DEMANDED!
OUR GIRL FINALLY JOINS FORCES WITH
THE SPECTACULAR

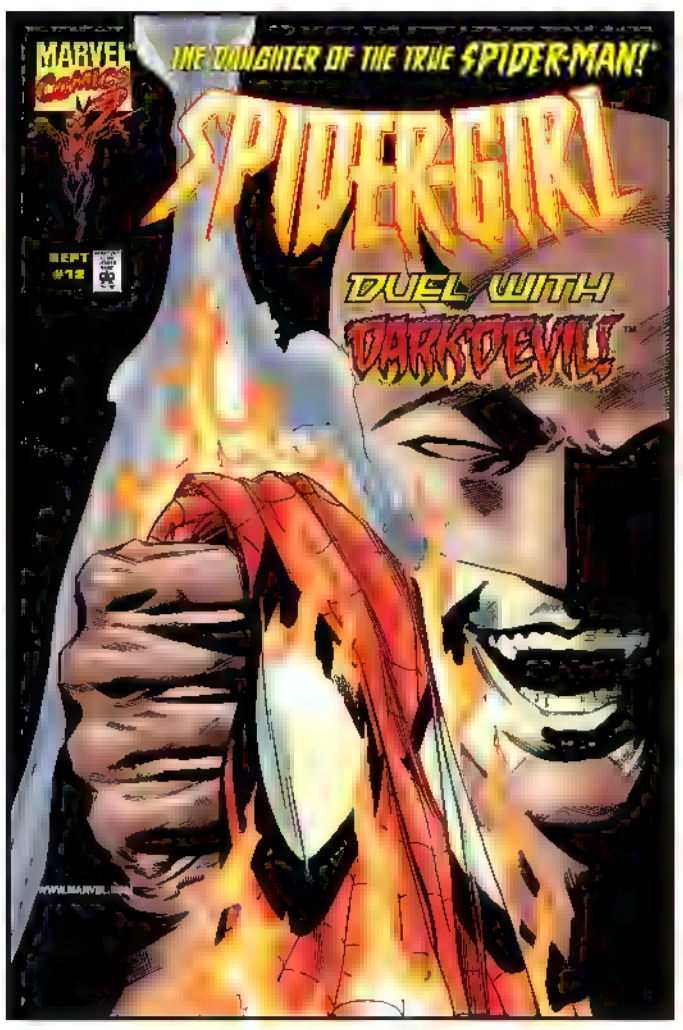
Dear diary,

Some students go on field trips to nature preserves... not moi! Spyral appeared again and we ended up taking a road trip through one of his time warps to Midtown High... back when my dad was the resident geek! And we ended up doing the gratuitous super hero fight thing! And I must say, I sorta had things in hand...until that wonky robot made the scene! (and will somebody please tell me why that old guy's face was on its chest screen?)


THE DAUGHTER OF THE TRUE SPIDER-MAN!
SPIDER-GIRL
TRAPPED IN THE PAST OUR SENSAT-IONAL WEB SLINGER FINDS HERSELF UP AGAINST
SLAYERS, SPIDERS AND TORCHES-Oh my!

Dear diary,

How did heroes have time to stop villains when they were always fighting other heroes?! You'd think Dad would've stopped thinking I was a villain after the walking refrigerator attacked me...not! And after I ducked out of that snafu, the Human Torch tried to BBQ my butt! (He was a major hottie back then...pun intended!) Dad finally gave me the benefit of the doubt, which allowed me to hitch a ride with Spyral back to the now...but not before I had a run in with Mom back in her party girl stage! Loved those go-go boots!



Dear diary,

Darkdevil is soooooo dead! I catch him playing like Sipowitz and slapping around some thug...and he takes it out on me! Then, when I try to stop him from doing it again, we do the two-punch tango! Why is he so burned about this Kaine guy I heard about? And why did Dad freak out when I mentioned this Kaine's name? Anyway... moving on to fun stuff, Moose has the love flu for Courtney (you go, girl!)! Oh...and did I mention I think I have a new power? Things are getting interesting...

THE PAST YEAR HAS PRETTY WILD FOR EVERYONE'S FAVORITE WEB-STUNNER, BUT-- trust us--THE REAL **FUN** HAS BEEN JUST BEGUN! HERE ARE A FEW SPECIAL EVENTS THAT YOU CAN EXPECT TO SEE IN THE NEXT FEW MONTHS...

THE LONG-AWAITED ORIGIN OF DARKDEVIL!

THE MUCH-DEMANDED RETURN OF THE ORIGINAL SPIDER-MAN!

THE STUNNING INTRODUCTION OF THE ALL-NEW BUZZ!

A DEADLY CONFRONTATION WITH THE MAN NAMED KAINE!

AND A MOMENTOUS MEETING WITH THE EVER-SENSATIONAL SPEEDBALL!

EVER SINCE WE STARTED THE MAGNIFICENT **MC2** UNIVERSE, OUR FANS HAVE BEEN DEMANDING A MEETING BETWEEN OUR SECOND GENERATION WEBHEAD AND THE NEW **AVENGERS**. TO HELP CELEBRATE OUR VERY FIRST ANNUAL, WE WRANGLED RAMPAGING **RON FRENZ** AND SENSATIONAL **SAL BUSCEMA** TO GIVE US THEIR VIEW OF THIS HISTORIC ENCOUNTER. **ENJOY!**

STAN LEE PROUDLY PRESENTS A NEW HERO FOR A NEW MILLENNIUM--

WHAT'S the BUZZ?!

TOM DeFALCO and RON FRENZ — SCRIPT, PLOT and PENCILS
SAL BUSCEMA — FINISHED ART
JACK MORELLI — LETTERS
BOB SHAREN — COLORS
BOB HARRAS — CHIEF

IT'S A BEAUTIFUL DAY IN THE NEIGHBORHOOD UNTIL...

ATM

MIDTOWN BANK

B-DAM B-DAM

CLEAR THIS STREET--

--AND DON'T ANYBODY PLAY THE HERO!

DRIVE THRU

PANICKED BY THE SUDDEN GUNFIRE, EVERYONE IMMEDIATELY RUNS FOR COVER--

--AND THAT INCLUDES MAYDAY PARKER--

--WHO DELIBERATELY SLIPS AWAY FROM HER FRIENDS--

--AND DESPERATELY TRIES TO FIND A SECLUDED SPOT!

THE COPS'LL NEVER ROUND UP ALL THOSE-- HEY--!

WHAT'S THAT SOUND?

NO PARK ING

DO YOU MEAN THE VIBRATION OF MY WINGS--

--OR THE THUNDER OF MY FISTS?!

BUZZZZZ

KA-TA-MM

GREAT! LIKE THIS CITY REALLY NEEDS ANOTHER COSTUMED JERK, AND-- *Whoa!*

H-HOW'D YOU DODGE MY BLOW?!

WOULD YOU BELIEVE *360-DEGREE VISION*--

--WHICH IS ABOUT AS HANDY AS HAVING A PERSONAL *BUG-ZAPPER!*

Uh-oh! I SEEM TO BE RUNNING OUT OF SPARRING PARTNERS!

THAT SETTLES IT!

NO MORE GARLIC PIZZA!

HOLD ON, MY FRIEND--!

PTH EEEE

YOU'RE ENTITLED TO A FREE SAMPLE OF MY SPECIAL *FLYPAPER*--

SNAK

--BUT DON'T LET ME CATCH YOU TRY-ING TO HAWK IT ON *e-BAY!*

K-TUNK

LOOKS LIKE I HAVE SOME NEW COMPETITION!

Who IS THE MYSTERIOUS BUZZ?

WHAT IS HIS TERRIBLE SECRET? IS HE A HERO--A VILLAIN--OR A WEIRD COMBINATION OF BOTH? THE STARTLING ANSWERS WILL BE WINGING TOWARD YOUR LOCAL COMIC SHOP!

DON'T MISS the BUZZ!

YOUR NAME IS MAY "MAYDAY" PARKER.

THOUGH YOUR PARENTS DON'T REALLY APPROVE, YOU ARE ALSO THE HERO KNOWN AS SPIDER-GIRL--

--AND YOU'RE SMACK DAB IN THE MIDDLE OF A TERRIBLE NIGHTMARE!

(AT LEAST THAT'S WHAT YOU HOPE!)

Stan Lee PRESENTS THE STUNNING SPIDER-GIRL!

THE GAME!

TOM DeFALCO
WRITER
PAUL RYAN
PENCILER
BRETT BREEDING
INKER
JANICE CHIANG
LETTERER
CHRISTIE SCHEELE
COLORIST
BOB HARRAS
REFEREE IN CHIEF

T-THIS CAN'T POSSIBLY BE *REAL!*

DUHHH!

YOU DON'T HAVE TO BE A STRAIGHT-A STUDENT TO REACH THAT CONCLUSION.

BUT YOU SHOULD STILL TRY YOUR *BEST.*

I'M COUNTING ON YOU TO *WIN,* PARKER--

--AND SO ARE *THEY!*

YOU CAN DO IT, GIRL!

MAKE MINE MAYDAY!

YOU DA WOMAN!

MAY

GO MAY, GO!

35

WE'RE ALL BEHIND YOU, MAY!

WHAT'S THE HOLD UP, COACH THOMPSON? WHY ISN'T YOUR PLAYER ON THE COURT?

DAD--?!

YOU ACTUALLY WANT ME TO FIGHT MY OLD VILLAINS?

WHY NOT?! IT'S PART OF A GRAND *TRADITION!*

WHEN I WAS *SPIDER-MAN,* MY FOES OFTEN TEAMED UP AGAINST ME!

IF YOU REALLY WANT TO FOLLOW IN MY WEB-STEPS, YOU'LL GET WITH THE PROGRAM.

OKAY!

OKAY!

ANY SPECIAL RULES I SHOULD KNOW?

FIRST BASKET *WINS.*

OTHERWISE, *ANYTHING* GOES.

SWELL!

SOUNDS LIKE LOTS OF FUN!

DOES IT, YOU MEDDLESOME FOOL?

I COULD HAVE RETURNED TO MY HOME DIMENSION IF IT HADN'T BEEN FOR YOUR INTERFERENCE.

YOU'RE NOT THE ONLY ONE WITH A GRIPE, SPYRAL.

I HAD A THRIVING BUSINESS UNTIL SHE STUCK HER PUG NOSE INTO IT.

SHE'S A DISRESPECTFUL, AND MEAN-SPIRITED PUNK, MR. NOBODY--

--AND I'M REALLY GOING TO ENJOY CRUSHING HER DREAMS!

NO! NO!

I KNOW THIS IS ALL POINTLESS AND TOTALLY RIDICULOUS--

-- BUT SO IS TRADING PUNCHES WITH YOU!

IF I CAN BEAT YOU WHEN IT REALLY COUNTS--

-- I CAN CERTAINLY DO IT HERE!

FOUL!

THE VILLAINS HAVE POSSESSION OF THE BALL.

W-WHAT'D I DO WRONG?

YOU DIDN'T SAY ANYTHING WHEN SPYRAL BLASTED ME!

VILLAINS ARE EXPECTED TO CHEAT.

HEROES ARE SUPPOSED TO HAVE A SENSE OF HONOR, AND PLAY FAIRLY.

B-BUT THEN I HAVE NO CHANCE OF WINNING!

IF THAT'S WHAT YOU REALLY THINK, *GET OFF MY COURT!*

YOU *DON'T* BELONG HERE!

TOOK YOU LONG ENOUGH TO FIGURE IT OUT!

YOU'RE NOT READY TO *PLAY* WITH US, LITTLE GIRL--

--SO WE'RE FORCING YOU *OUT!*

SO! THAT'S WHAT THIS IS ABOUT!

ARE YOU GOING TO CALL THE GOBLIN FOR *TRAVELING*, REF?

FLYING IS A LEGITIMATE USE OF HIS SUPER-POWERS.

IT'S A LEGAL MOVE AS FAR AS I'M CONCERNED!

THE GAME IS *OVER*, YOU INTRUSIVE BRAT!

WE WIN!

YOU'RE *FINISHED*, MY DEAR.

THAT MAY BE WHAT YOU THINK--

--BUT I *NEVER* GIVE UP!

SAY GOODNIGHT, SPIDER-GIRL!

DON'T THINK SO!

AND I BELIEVE THIS IS A LEGITIMATE USE OF MY POWERS!

BIG DEAL! YOU'LL NEVER GET PAST ALL OF US!

YOU FORGET THAT I HAVE THE PROPORTIONAL *STRENGTH, SPEED, REFLEXES* AND *AGILITY* OF A SPIDER.

AND I ALSO HAVE A *SPIDER-SENSE* THAT WARNS ME OF DANGER--

--IN PLENTY OF TIME TO AVOID YOUR CLUMSY ATTACKS!

ALL IN ALL MY POWERS MAKE FOR A PRETTY POTENT COMBO!

OR, TO PUT IT BLUNTLY--

--you lose!

SPIDER-GIRL IS HERE TO STAY!

THAT'S OUR GIRL!

YAY, MAY!! GO, GIRL!

YEA, MAY!

S-SHE CHEATED! IT'S THE ONLY WAY SHE COULD HAVE GOTTEN PAST US.

A SPIDER-SENSE SHOULDN'T BE ALLOWED IN THIS GAME.

AND THAT SPIDER-LIKE AGILITY GIVES HER AN UNFAIR ADVANTAGE!

SORRY, BOYS! MY DAUGHTER'S A WINNER AS FAR AS I'M CONCERNED---

--AND I'M VERY PROUD OF HER!

OKAY, MAYBE IT IS ONLY A DREAM...

BUT THERE'S ALWAYS A CHANCE YOUR FATHER ACTUALLY FEELS THAT WAY!

(AT LEAST THAT'S WHAT YOU HOPE!)

THE END!

LIVE SAY
OLLIFEE
Spider-Man
Peter Parker

MARVEL COMICS

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL™

OCT #13

APPROVED BY THE COMICS CODE AUTHORITY

AND NOW... THE AVENGERS!® ('NUFF SAID!)

O/W

Stan Lee presents the stunning SPIDER-GIRL!

And now... THE AVENGERS!

YOUR NAME IS MAY "Mayday" PARKER, AND YOU ARE THE DAUGHTER OF THE ONE, TRUE SPIDER-MAN.

EVER SINCE YOU LEARNED THAT YOU HAD SOMEHOW INHERITED YOUR DAD'S AMAZING SPIDER-LIKE POWERS, YOU'VE BATTLED SUPER-VILLAINS--

--FOUGHT AGAINST OTHER HEROES--

--AND HAVE JOURNEYED TO UNKNOWN DIMENSIONS AND THROUGH TIME ITSELF!

BUT NOW YOU FACE THE MOST FORMIDABLE CHALLENGE OF ALL--!

I THINK THIS WOULD SIMPLY LOOK ADORABLE ON YOU!

TOM DeFALCO WRITER • PAT OLLIFFE PENCILER • AL WILLIAMSON INKER • JANICE CHIANG LETTERER • CHRISTIE SCHEELE COLORIST • BOB HARRAS EDITOR IN CHIEF

SHOPPING WITH MOTHER!

50% sale

Diet Fizzy

Mmmmmmmmom!

I GAVE UP ON *ADORABLE* THE SAME DAY THE TRAINING WHEELS CAME OFF MY FIRST BIKE.

ALL RIGHT! POOR CHOICE OF WORDS. I SHOULD HAVE SAID *STYLISH* AND *SEXY*.

IT'S JUST THE KIND OF DRESS THAT *ACTRESS* USED TO WEAR ON YOUR FAVORITE *SITCOM*.

YOU MEAN *MELISSA CARSDALE* ON *Everybody's Happy?*

Not exactly a selling point!

I DON'T KNOW WHY I EVEN BOTHER.

YOU HATE MY TASTE IN CLOTHES.

HATE'S A SMIDGE STRONG.

AND YOU SUFFER THROUGH THIS DRAMA FOR THE SAME REASON I DO--*it gives us an excuse to bond!*

THERE ARE MORE PRODUCTIVE WAYS.

SHALL WE DO *ICE CREAM* OR *CAPPUCCINOS*?

I'M IN AN *ALMOND LATTE* KIND OF MOOD, AND--

HEY! WHAT'S CAUSING ALL THE EXCITEMENT?

WHERE'S THE CROWD GOING?

THEY'RE GATHERING AT THAT *PLATFORM* UP AH--

--LOOK **WHO**'S HERE!

HI, EVERYONE! MY FELLOW AVENGERS AND I ARE HERE ON BEHALF OF CHILDREN NOW!

WON'T YOU PLEASE CONTRIBUTE TO THIS WORTHWHILE CHARITY?

SMILE, AMERICAN DREAM!

THOUSA... F THE

KEEP MY PLACE WHILE I BUY A NEW VIDEO-CAM!

WHAT'S WRONG WITH OUR OLD ONE?

IT'S AT HOME!

GO, STINGER! GO!

WOW! J2 IS EVEN BIGGER IN REAL LIFE!

I...I DON'T BELIEVE HOW THESE PEOPLE ARE FAWNING OVER THE NEW AVENGERS.

I COULD ALMOST UNDERSTAND IT IF THE FANTASTIC FIVE WERE HERE, BUT--!

THIS SORT OF THING USED TO IRRITATE YOUR FATHER, TOO.

S'FUNNY HOW THE PUBLIC ADORES CERTAIN COSTUMED HEROES... AND SCORNS OTHERS.

HOW COME DAD NEVER JOINED THE AVENGERS?

HE DID... ON A FEW OCCASIONS.

BUT I THINK HE PREFERRED PLAYING SOLO.

WHY?

JUST... thinking!

YOUR DAD MAY HAVE OPTED FOR A SOLITARY CAREER, BUT YOU'VE ALWAYS BEEN A TEAM PLAYER. MAYBE YOU SHOULD CONSIDER--

ANY CHANCE YOU PUT IN A GOOD WORD FOR ME?

MIDTOWN HIGH SCHOOL

OH!

HI, MOOSE.

I ASSUME YOU'RE TALKING ABOUT COURTNEY...

PLEASE DON'T PLAY WITH ME, MAYDAY.

YOU GONNA HELP ME, OR NOT? I reallllly LIKE HER.

Courtney Duran--?!

WHY DO YOU SOUND SO SURPRISED?

'CAUSE YOU ALWAYS USED TO RAG ON HER.

HEY, MAY--! I THOUGHT I HEARD YOUR VOICE.

WHO ARE YOU--oh!

YOU'RE IN THE WRONG SECTION, MOOSE. THEY KEEP THE COMIC BOOKS WITH THE OTHER PERIODICALS.

I... uhhhhh... I'LL CATCH YOU LATER, MAYDAY.

NICE... ummmm... SEEING YOU, COURTNEY.

WHY ARE YOU HANGING WITH THAT BONEHEAD?

HE WAS TELLING ME ABOUT THIS GIRL HE'S INTO.

Really--?

BET SHE'S A VACANT-EYED GUM-CHEWER.

NOT QUITE.

SHE'S... you!

ME--?!

MOOSE MANSFIELD LIKES me?

:--?!:

MAYDAY! COURT! I WANT YOU GUYS TO MEET MS. MOORE.

SHE'S WITH THE DAILY BUGLE, WRITING AN ARTICLE ON SPIDER-GIRL.

Moose Mansfield--?!

SPIDER-GIRL? WHY SPIDER-GIRL?

SHE'S BEEN IN THE NEWS RECENTLY, BUT THERE ISN'T MUCH KNOWN ABOUT HER.

MY EDITOR ASSIGNED ME TO GATHER THE FACTS.

WHY BOTHER--? THE BUGLE'S ONLY GOING TO TWIST THEM--

--AND MAKE HER OUT TO BE SOME KIND OF SUPER-MENACE!

I CAN'T BELIEVE YOU'RE HELPING THIS WOMAN, BRAD.

I THOUGHT YOU liked SPIDER-GIRL.

YOU MUSTN'T ASSUME I'M DOING A NEGATIVE PIECE.

OH, NO? WHY IS SPIDER-GIRL BEING SINGLED OUT?

DID YOU INVESTIGATE THE NEW AVENGERS?

I...didn't...BUT I ASSUME someone MUST HAVE.

YEAH! sure! I bet!

WHAT'S WRONG WITH BRAD MILLER?

HOW CAN HE SIDE WITH THE BUGLE--

--AND AGAINST YOU?!

IT'S A QUESTION THAT CONTINUES TO GNAW AT YOU--

--UNTIL YOU'RE DISTRACTED BY YOUR REGULAR AFTERNOON WORKOUT WITH PHIL URICH!

THE CLOCK'S TICKING, MAY!

LET'S SEE HOW FAST YOU RUN THIS OBSTACLE COURSE...WITHOUT THE USE OF YOUR HANDS.

CRA FIGH

PIECE OF CAKE!

CAN I ASK YOU SOMETHING, UNCLE PHIL?

WHEN YOU WERE AN ACTIVE COSTUMED HERO...

You ever think about joining the Avengers?

I...I guess... BUT I WAS NEVER EXACTLY IN THE EARTH'S MIGHTIEST CATEGORY.

NOT LIKE YOU!

I'M SURE THEY'RE ALREADY SCOUTING YOU.

Y-YOU REALLY THINK SO?

I WOULDN'T BE SURPRISED TO-- TWO MINUTES, NINE POINT FOUR SECONDS! A NEW RECORD!

NOW TRY IT BLINDFOLDED, AND LET YOUR SPIDER-SENSE GUIDE YOU!

MR. NOBODY

DRAGO KING

WOW! WHAT IF UNCLE PHIL'S RIGHT? DO YOU REALLY HAVE THE STONES TO TRY OUT FOR--

YO, MAYDAY! HOW'S MY GIRL TODAY?

YOUR WHAT?!

LISTEN, JIMMY... I'M THINKING YOU AND I NEED A *longgggg* TALK.

YOU'VE KNOWN JIMMY YAMA MOST OF YOUR LIFE, AND HE'S ALWAYS BEEN ONE OF YOUR BESTEST BUDS--

GUY'S NO FOOL.

HE CAN HEAR THE DUMPSTER REVVING.

DO YOU *MIND--?!*

IT'S THAT NEW KID, AGAIN!

WHAT A CREEP!

--BUT IT'S TIME TO **OFF** THIS "my girl" NOISE!

Uhhhhhh... **SURE**...BUT I'M A LITTLE PUSHED FOR TIME.

SORRY, I KNOW THIS ISN'T ANY OF MY BUSINESS--

--BUT I REALLY HOPE YOU GO ***EASY*** ON THE POOR SAP!

I...I'LL CALL YOU...*okay?*

THERE ARE *WORSE* THINGS IN LIFE...THAN BEING *ADMIRED.*

A CREEP...

BUT A sensitive CREEP!

JIMMY AVOIDS YOU FOR THE REST OF THE SCHOOL DAY--

--WHICH IS JUST AS WELL, YOU REALIZE A FEW HOURS LATER, BECAUSE YOU STILL DON'T KNOW **WHAT** TO SAY!

DESPERATE TO CLEAR YOUR HEAD, YOU WEB OUT--

--DELIBERATELY ANGLING PAST THE WORLD FAMOUS HEADQUARTERS OF THE FANTASTIC FIVE--

--AND HOPING TO ATTRACT A CERTAIN SOMEONE!

HEY, SPIDER-GIRL--!

FRANKLIN--!

WHAT AN *unexpected* SURPRISE!

EMPLOYING HIS TELEKINETIC POWERS TO GRACEFULLY WALK ACROSS THE AIR, **PSILORD** QUICKLY JOINS YOU.

I CAME AS SOON AS OUR BUILDING'S PROXIMITY SENSORS IDENTIFIED YOU.

LUCKY ME.

HOW HAVE YOU BEEN?

WHAT'S NEW IN THE WEB-BIZ?

YOU CASUALLY MENTION VILLAINS YOU'VE FOUGHT AND DIRT YOU'VE HEARD...

IT'S A CHEERY CHAT WITH COOL COMPANY UNTIL--

Oh--AND ANOTHER THING--I'VE ACTUALLY BEEN TOYING WITH THE NOTION OF APPLYING FOR MEMBERSHIP IN THE NEW *AVENGERS*.

T-THE AVENGERS--?!

:.glix pittle:-

HA HA HA HA HA!

WAS IT SOMETHING I SAID, *MISTER* RICHARDS?

I ÷giggle÷ I'M *SORRY!*

IT'S JUST THAT THOSE AVENGERS GUYS ACT MORE LIKE A *FRAT HOUSE* THAN A *SUPER TEAM.*

I EVER TELL YOU HOW THEY MESSED UP A SIMPLE MILK RUN TO *CATVERIA?*

WHY WOULD YOU EVEN CONSIDER *THEM?*

YOU KNOW ANY *OTHER TEAMS* I COULD JOIN?

---

saaaaaay...

ISN'T THAT *Nova* STREAKING TOWARD THE BRONX?

AVENGERS COMPOUND HAS BEEN A MAJOR TOURIST ATTRACTION EVER SINCE YOU WERE A KID.

ASIDE FROM BEING THE OFFICIAL HEADQUARTERS OF THE NEW TEAM, IT ALSO HOUSES A STAGGERING COLLECTION OF HISTORICAL ARTIFACTS AND SUPER HERO MEMORABILIA.

SINCE A FEW THOUSAND VISITORS TOUR ITS GROUNDS ON A DAILY BASIS, A SURREPTITIOUS ENTRANCE SHOULD BE RELATIVELY SIMPLE--

--ESPECIALLY FOR SOMEONE WITH THE PROPORTIONATE AGILITY OF A SPIDER!

OR NOT!

YOUR SPIDER-SENSE IMMEDIATELY FLASHES ONLINE--

--WARNING YOU OF DANGER AN INSTANT BEFORE YOU TRIGGER THE DEFENSIVE GRID!

MOVING WITH EYE-BLURRING SPEED, YOU INSTINCTIVELY AVOID THE METAL TENTACLES, BUT THEN--

THAT'S FAR ENOUGH--!

Kaa-TANGGG!

Uh-oh! THAT SHIELD CAN ONLY BELONG TO AMERICAN DREAM--

--AND SHE'S NOT ALONE!

THIS IS A FRAT HOUSE--?!

YOUR SPIDER-SENSE FLARES AS YOU AUTOMATICALLY LEAP AWAY FROM BLUESTREAK--

LOOK WHO'S TRYING TO SNEAK IN WITHOUT A *BACKSTAGE PASS!*

--AND DIRECTLY TOWARD *MAINFRAME!*

CALM DOWN, SPIDER-GIRL!

BASED ON THE FILES I DOWNLOADED WHEN OUR *PERIMETER SCANNER* SPOTTED YOU--

--I SINCERELY DOUBT YOU'VE COME TO ATTACK US!

Uhhhhh...

no!

NOT ME!

WE SPIDER-TYPES ARE *peace-loving* BY NATURE!

OKAY, SO WHY ARE YOU HERE?

WHAT DO YOU WANT?

I WAS KIND'A WONDERING IF YOU HAD ANY...

Openings?

THIS IS HOW YOU APPLY FOR MEMBERSHIP--?

WHAT AM I SUPPOSED TO DO--e-mail a resumé?

Get letters of recommendation from all the baddies I've clobbered?!

C'MON, STINGER... I SAY THE LITTLE LADY DESERVES PROPS FOR INITIATIVE.

SHE CERTAINLY ASSEMBLED US IN A HURRY.

DOWN, FREEBOOTER...

Or I'll start reciting synonyms for "jail-bait"!

AS MUCH AS I ADMIRE EVERYTHING I'VE HEARD ABOUT SPIDER-GIRL, WE'VE ALREADY EXPERIENCED WAY TOO MANY CHANGES IN THE PAST FEW WEEKS.*

*AS SHOWN IN A-NEXT #11 & #12!

J2 HAS A POINT--

--BUT HER UNIQUE POWERS WOULD CERTAINLY INCREASE OUR OFFENSIVE CAPABILITIES!

SHE WOULD HAVE TO CONSENT TO A COMPLETE BACKGROUND CHECK.

Uhhh, GUYS...

I THINK WE SHOULD CONTINUE THIS DISCUSSION IN PRIVATE!

EVEN AS THE AVENGERS MOVE OFF, YOU STRUGGLE TO MAINTAIN YOUR COMPOSURE.

(Collapsing in a nervous heap won't sell your case!)

DO YOU REALLY WANT THIS, LITTLE GIRL?

YOU CAN'T BE A PART-TIME AVENGER.

YOU MUST BE WILLING TO DROP EVERYTHING WHENEVER SUMMONED.

Family, school and friends-- EVERYTHING!

ARE YOU TRULY WILLING TO MAKE SUCH A commitment?!

;Ahem;- I... I'M AFRAID I HAVE BAD NEWS.

THE BOTTOM LINE-- we're just not ready to add a new member!

I...understand!

THANKS FOR CONSIDERING ME.

;WHEW;

WE'LL TRY TO CONTACT YOU WHEN WE CHANGE OUR MINDS...

IF YOU'RE WILLING TO SUBMIT TO A LITTLE test!

TEST?!

WHAT KIND OF test?

WHAT'S WITH THE SPANDEX SET?

EVERY ENCOUNTER COMES DOWN TO A BIG FIGHT.

OR, IN THIS PARTICULAR CASE--**capture the flag, Avengers style!**

MAYBE YOU OWE FRANKLIN AN APOLOGY FOR--*Uh-oh!*

A FAMILIAR TINGLING AT THE BASE OF YOUR SKULL SUDDENLY ALERTS YOU TO THE APPROACH OF DANGER--

--BUT EVEN YOUR SPIDER-LIKE REFLEXES **CAN'T** AVOID IT!

SCORE ONE FOR THE HOME TEAM!

SWATT

I COULD HAVE ALREADY SNATCHED YOUR *FLAG*, SWEETIE--

--BUT THIS GIRL JUST WANTS TO HAVE *FUN!*

I--*umm*--I'M GLAD *someone's* AMUSED!

SINCE YOU HAVE THE ADVANTAGE ON THE GROUND, I'M GOING TO MAKE LIKE *TARZAN!*

FORGET IT, HONEY!

I'LL WHIP UP A *WIND TUNNEL* THAT'LL RIP YOU RIGHT *OUT* OF THE TREES!

I'D LIKE TO SEE *THAT.*

MIND IF I DO A *BACKFLIP*, AND--*OOPS!*

STILL HAVING *FUN*, BLUESTREAK?

I AM!

GOOD!

'CAUSE YOU WON'T HAVE AS MUCH LUCK AGAINST ME!

I- THEY SAY *NOTHING* CAN STOP THE JUGGERNAUT!

WHOMPPP!

YOU GOT *THAT* RIGHT!

MIND IF I *TRY*?

I KNOW YOU'RE *BIGGER* AND *STRONGER*--

--BUT I'D STILL LIKE TO SEE HOW MY *SPIDER-POWERS* STAND UP TO YOU!

;Yawnnn!;

YOU DONE ENOUGH, YET?

YEAH, I DOUBT I COULD EVER SCORE A KNOCKOUT AGAINST YOU.

OKAY, BUT *BE CAREFUL!*

I DON'T WANT YOU TO *HURT* YOURSELF.

BUT THAT WASN'T REALLY THE *POINT* OF THIS EXERCISE--was it?!

O-ohhh!

NICE GOING, SPIDER-GIRL!

YOU KEPT YOUR COOL AND MANAGED TO OUTTHINK BOTH *JUGGIE* AND *BLUE*.

REACHING MY FLAG WILL BE A LITTLE TOUGHER--

--SINCE I TOOK THE PRECAUTION OF WRAPPING IT AROUND THE ARM THAT CARRIES MY SHIELD.

I ASSUMED YOU'D BE A *CHALLENGE*, AMERICAN DREAM.

BY THE WAY, I *reallllly* LIKE THE NEW SHIELD.

THANKS!

IT WAS A *gift* FROM A FRIEND.

I'M SURE IT HAS GREAT SENTIMENTAL VALUE!

MIND IF I TAKE A *CLOSER* LOOK AT IT--?

H-HOW--OF course!

I SHOULD HAVE ANTICIPATED YOUR *ADHESIVE* ABILITY--!

I AM SOOOOO VERY GLAD YOU *DIDN'T!*

HA HA HA! I LOVVVVE THAT LOOK ON DREAM'S FACE.

IT'S BEEN WAY TOO LONG SINCE SHE LOST A *ONE-ON-ONE.*

SHE MUST BE SO REASSURED TO HAVE *YOU* AT HER BACK!

DON'T GET ME WRONG--

--I'D LAY DOWN MY *LIFE* FOR THAT WOMAN.

BUT IT'S BAD FORM FOR A *GENTLEMAN* TO DISCUSS ONE LADY WHEN HE'S WITH *ANOTHER!*

REGRETTABLY, MY *BATTLE-STAFF* IS KEEPING US APART.

HOW WILL YOU EVER REACH MY FLAG?

NOT ONLY DO I *STICK* TO OBJECTS--

--I ALSO *REPEL* THEM!

HEY, FREEBOOTER... YOU WANT TO SEE A TRULY BEAUTIFUL *SMILE?*

CHECK OUT AMERICAN DREAM *NOW!*

INTERESTING! YOU'VE USED A NICE VARIETY OF TRICKS AND POWERS AGAINST EACH MEMBER.

BORING. I'M NOT!

HOW DO YOU PLAN TO SECURE *MY* FLAG?

I...

I'M NOT SURE...*yet!*

I'D LOVE TO CON YOU INTO THINKING I'M A *MASTER STRATEGIST.*

TRUTH IS--*I'm pure ad lib!*

I JUST FOLLOW MY INSTINCTS, AND REACT TO EACH NEW SITUATION AS IT COMES!

AND RIGHT NOW THEY SAY YOU NEED A FACE FULL OF *WEBBING!*

YOU REALIZE, OF COURSE, THAT AN INCREASE IN MY EXTERNAL TEMPERATURE WILL FREE ME WITHIN *SECONDS.*

SSSSSSS

NO PROBLEM!

I ALREADY *HAVE* WHAT I WANT!

I REALLY LIKE YOUR *STYLE*, LADY!

YOU'RE A GIRL AFTER MY OWN HEART!

STINGER--!

PLEASE DON'T TAKE THIS PERSONALLY, BUT SOMEONE'S GOT TO UPHOLD THE HONOR OF THE AVENGERS!

WOW! THE WAY YOU'RE *WEAVING* AND *DODGING--*

--IT'S ALMOST LIKE YOU *ANTICIPATE* MY EVERY MOVE!

FOR ALL THE GOOD IT'S DOING ME!

YOU'RE A LOT *FASTER* THAN I THOUGHT!

DITTO!

IF THIS WERE FOR REAL, I SOMEHOW DOUBT I'D EVER NOTCH A *MONEY SHOT!*

arkkk

YOU...LOST!

LOST!

WHY SO DOWN, SPIDER-GIRL?

YOU DID FABULOUSLY!

EVEN THOUGH YOU SNOOKERED ME, I THINK YOU'RE REAL COOOOOL!

YOU MEAN--?!

WHILE WE'RE STILL NOT READY TO EXPAND OUR MEMBERSHIP, WE ALL AGREE--

--THAT'D WE'D BE REAL PROUD FOR YOU TO BECOME OUR FIRST OFFICIAL *RESERVE AVENGER!*

YAHOOOO!

PENDING A FULL SECURITY CLEARANCE, OF COURSE.

A RESERVE AVENGER!

NOT BAD, LITTLE GIRL!

AT LEAST ONE PART OF YOUR LIFE IS FINALLY COMING TOGETHER!

HEY, JIMMY!

WHA'CHA DOING OUT HERE?

I... I'VE JUST BEEN HANGING AROUND...HOPING TO CATCH YOU...AND CLEAR THE AIR.

I GUESS I'VE BEEN ACTING LIKE A REAL *jerk* LATELY.

YEAH...

major league!

I...

I'M *sorry*, MAY.

I NEVER MEANT TO CREEP YOU OUT.

A GIRL LIKE YOU DESERVES *better* THAN AN UGLY GEEK LIKE ME.

JIMMY YAMA, YOU ARE SOOOOOO FULL OF BIG BROWN *BULL CHIPS--!*

W-Whaaaa--?!

CUT THE *MELODRAMA*... AND LOSE THE *oh-woe-is-me-act!*

YOU'RE TALKING TO THE GIRL WHO CAUGHT YOU PEEING IN KATIE MULGREW'S SANDBOX!

I... I WAS ONLY *THREE AND HALF* AT THE TIME!

Exactly!

WE'VE KNOWN EACH OTHER A ////////long TIME.

WHILE I DO APPRECIATE THE EFFORT YOU PUT INTO THIS TRAGIC BREAKUP SCENE, IT'S *WASTED ON ME!*

B-BUT I REALLY DO *CARE* ABOUT YOU!

DUHHHH!

YOU MUST KNOW THE FEELING'S MUTUAL-- *or I would have ratted you out to Katie!*

C'mon, Jimmy! IF YOU'RE GOING TO TALK TO ME--*TALK TO ME,* AND STOP ACTING LIKE YOU'RE READING FROM SOME HOKEY SCRIPT.

I- THIS ISN'T WORKING OUT THE WAY I PLANNED.

REAL LIFE RARELY DOES!

LET'S GRAB A SODA!

WE CAN PUT OUR HEADS TOGETHER, AND TRY TO FIGURE OUT A WAY TO *DE-JERKIFY* YOU.

THE END... FOR NOW!

SPIDER-GIRL (1998) #1/2

THE STUNNING SPIDER-GIRL

"SEEING ISN'T BELIEVING!"

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU'VE HAD A PRETTY WILD YEAR.

YOU LEARNED THAT YOUR DAD WAS THE ORIGINAL SPIDER-MAN, AND THAT YOU SOMEHOW INHERITED HIS AMAZING POWERS.

FASTER THAN A SPEEDING BLUESTREAK, YOU TOOK TO THE FAMILY BIZ--BECOMING THE SPECTACULAR SPIDER-GIRL AND BATTLING A BEVY OF COSTUMED BADDIES.

BUT NOTHING YOU HAVE EXPERIENCED OVER THE PAST TWELVE MONTHS COULD POSSIBLY PREPARE YOU FOR THIS STARTLING SIGHT--

MIDT AGICS

--JIMMY YAMA, BOY BOOKWORM, TRADING SMOOCHIES WITH HEATHER NOBLE, CLASS... uhhh... SOCIAL DIRECTOR!

HOO-BOY! THERE'S GOTTA BE A STORY HERE!!

STAN LEE PRESENTS | TOM DeFALCO & RON FREN2 SCRIPT, PLOT and PENCILS | SAL BUSCEMA FINISHED ART | JACK MORELLI LETTERER | BOB SHAREN COLORIST | BOB HARRAS CHIEF

HEATHER NOBLE?! I THOUGHT SHE ONLY DATED SCHOOL ATHELETES!

USUALLY THE ENTIRE TEAM!

MEEE-OW, DAVIDA!

JIMMY'S REALLLLY COOL, BUT I'M SURPRISED THAT AIRHEAD APPRECIATES HIM!

YOUR BOY MAY HAVE HIDDEN ASSETS, COURTNEY...

...OR I'M THINKING SHE'S AFTER HIS MATH HOMEWORK!

YOU'RE JOKING, RIGHT?!

HEATHER'S NOT ABOVE USING WHAT SHE'S GOT TO GET WHAT SHE WANTS!

♪ HI, EVERY- ♪ ♪ BODY! ♪

SEE YOU GUYS IN CLASS!

OH, AND MAY, I WON'T BE JOINING YOU AND COURTNEY FOR OUR USUAL STUDY HALL AFTER ENGLISH.

HEATHER AND I HAVE OTHER PLANS!

NO PROBLEM, JIMMY, I'M SURE WE'LL FIND A WAY TO MUDDLE THROUGH WITHOUT YOU!

DEFINITELY THE MATH HOMEWORK!

DAVIDA!

YOU'VE KNOWN JIMMY SINCE YOU WERE KIDS.

TIME AND AGAIN, YOU'VE WATCHED EACH OTHER'S BACK.

WHAT'S A REAL FRIEND TO DO?

ACT SUPPOR-TIVE--?

CLUE HIM TO REALITY--?

OR MIND HER OWN BUSINESS?

THE REST OF THE SCHOOL DAY PASSES WITHOUT INCIDENT, AND YOU EVENTUALLY DECIDE TO MOSEY OVER TO THE POLICE LAB WHERE YOUR POP WORKS.

LOOK UP RESPONSIBILITY IN THE DICTIONARY, AND YOU FIND A PICTURE OF PETER PARKER.

IF ONLY YOU COULD ASK HIM ABOUT JIMMY, BUT =EEYUUU= THAT WOULD ALMOST BE LIKE A BETRAYAL, AND--

ODD!

WHAT'S WITH THOSE COPS?

THEY SEEM ORDINARY ENOUGH--

--BUT THEY'RE DEFINITELY TRIGGERING YOUR SPIDER-SENSE!

YOUR UNCANNY INSTINCT IS WARNING THAT THERE IS SOMETHING REAL DANGEROUS ABOUT THEM--BUT WHAT?!

THIS REALLY ISN'T YOUR CONCERN.

YOU SHOULD JUST IGNORE THEM, AND MIND YOUR OWN BUSINESS...

YEAH...

THAT'S WHAT YOU SHOULD DO...

UH-OH! YOUR SPIDER-SENSE JUST KICKED INTO OVER-DRIVE!

SOME NEW DANGER IS ABOVE YOU--

--AND CLOSING IN!!

TIME TO MAKE LIKE A HERO, LITTLE GIRL!

PARKER

AND YOU'D BETTER HURRY, BEFORE--

STAND BACK! SOMEONE'S TRAILIN' US!

A-ARE YOU SURE?!

POSITIVE! MY NOSE NEVER LIES, AND I JUST CAUGHT A GOOD WHIFF OF 'ER!

YOU SAYIN' I SMELL, PRETTY BOY?

NOT EXACTLY THE WORDS A YOUNG GIRL LIKES TO HEAR!

IT'S WILD THING!!

THAT'S RIGHT, HON, AND YOU'RE ABOUT TO ENTER CLAW CITY!!

WHERE ARE YOUR *MANNERS*, SWEETIE?

YOUR PARENTS SHOULD HAVE TAUGHT YOU MORE *RESPECT* FOR NEW YORK'S FINEST!

THEY'RE THE CITY'S *TRUE HEROES!*

KA-

WHOMP

IS THAT *SPIDER-GIRL* DEFENDING US??

PRETTY *RICH*, HUH?!

ARRGKK!!

ACCORDING TO THE NEWSPAPER ACCOUNTS YOU'VE READ, *WILD THING* IS THE DAUGHTER OF THE LEGENDARY X-MAN KNOWN AS *WOLVERINE*.

SHE'S SUPPOSED TO BE ONE OF THE *GOOD GUYS*.

EITHER HER REP'S ALL WRONG--OR SHE'S UNDER AN ALIEN INFLUENCE (A COMMON OCCURRENCE AMONG THE MUTANT SET)--OR YOU'VE JUST LEAPED INTO CLICHÉVILLE!

I APOLOGIZE FOR GETTING IN YOUR FACE--

--BUT I COULDN'T LET YOU HURT THOSE COPS! LET'S TALK!

WE'LL BOTH FEEL LIKE JERKS IF THIS IS A MISUNDER-STANDING!

SPEAK FOR YOUR-SELF, HONEY!

FIGHTING IS ITS OWN REWARD WHERE I'M CONCERNED!

WHAT'S THAT SUPPOSED TO-- Oh--! I GET IT!

YOU'RE INTO THAT LONE BERSERKER ROUTINE--

-- EVEN THOUGH THAT TREND DIED WHILE POGS WERE STILL HOT!

LOOK WHO'S GIVIN' FASHION ADVICE--

--A GIRL WHOSE CORNY COSTUME JUST SCREAMS SIXTIES!

IT'S A CLASSIC!

NAH! JUST OLD--LIKE YOUR DIALOGHE!

NICE WEBS, BUT I'M GUESSIN' YOU'RE PRACTICALLY REQUIRED TO USE 'EM!

I CAN SYMPATHIZE.

MY FAMILY HAS A THING ABOUT CLAWS!

MINE MAY BE PSYCHIC 'STEAD'A BONE'R ADAMAN-TIUM--

--BUT THEY STILL DO THE JOB!

'COURSE, THAT BRINGS UP A POTENTIALLY EMBARRASSIN' QUESTION--!

AND YOU'RE MUCH TOO CLASSY TO RISK OFFENDING SOMEONE YOU'VE JUST MET!

YEAH, RIIIIGHT!

YOU ANY RELATION TO THE ORIGINAL WEBHEAD?

OR ARE YOU JUST POACHIN' HIS TRADE-MARKS?

LIKE THE WAY AMERICAN DREAM RIPS OFF CAPTAIN AMERICA?

NO COMMENT! A GIRL'S ENTITLED TO SOME SECRETS!

BY THE WAY, IF YOU WANTED ME OFF THIS WALL... YOU COULD HAVE ASKED!

THERE WAS NO REASON TO DEMOLISH IT!

SPIDER-GIRL'S FALLIN'! SHE'LL BE BURIED BENEATH ALL THAT DEBRIS!

MAYBE I SHOULD--

WAIT! YOU MUSTN'T UNDER-ESTIMATE HER!

YO, SPIDEY!!

YOU STILL AWAKE UNDER THIS MESS?

C'MON GIRL-- SING OUT!!

OTHERWISE, I'M GONNA THINK YOU'RE A L'IL WIMP WHO CAN'T--

Whoa!

THIS IS NOT WHAT I WAS EXPECTIN'!

K-TWANG

DID MY WEB-COCOON STARTLE YOU?

GOOD!

YOU WERE STARTING TO GET A TAD COCKY!

SHE FLIES LIKE AN ARROW, SMASHING THROUGH A CONVENIENT WINDOW AND INTO A NEARBY BUILDING.

A SATISFYING CRASH IGNITES A SMILE BENEATH YOUR MASK--

--AS YOU SCORE THIS FIGHT A WIN!

THIS END

BUT THERE ARE STILL UNANSWERED QUESTIONS..!

YOU GUYS MIND TELLING ME WHAT THIS WAS ALL ABOUT?

AND, UHHHH, HOW COME YOU DIDN'T CALL FOR BACK-UP?

BACK-UP?! THAT'S A LAUGH!

I'M AFRAID YOU'RE UNDER A SLIGHT MIS-CONCEPTION!

YOU SEE, WE'RE **NOT** REAL COPS!

NAH! MY NAME'S **SABRECLAW!**

AND I'M **Enthralloo** THE MUTANT MISTRESS OF ILLUSION!!

OPPS!

SOMEONE SHOULD'VE TRUSTED HER SPIDER-SENSE!

OH, WELL! LIVE AND LEARN...!

YOU HOPE!

GREAT! WONDERFUL!

HERE COMES THE AMAZING JERK-GIRL, THE HERO WITHOUT BRAINS!!

KER-SPWAK!

BOY! I HATE PLAYING A STEREO-TYPE!

ANY CHANCE THIS FIGHT IS ALSO A MISUNDER-STANDING?

SHUDDUP!!

DIDN'T THINK SO?

I AIN'T GOT TIME T'TRADE WITTICISMS, LADY!

THINGS WERE FINALLY STARTIN' T'GO REAL GOOD FER ME UNTIL YOU AN' RINA SHOWED UP!

AN' I AIN'T THE FORGIVIN' TYPE!!

SLAASHH

ARRGHH!!

SURPRISED YA, DIDN'T I?!

I'M A LOT FASTER THAN I LOOK!

DEADLIER, TOO!

BUT IT AIN'T A LESSON THAT'LL DO YA MUCH GOOD!

ON THE CONTRARY...

KNOWLEDGE IS ALWAYS ITS OWN REWARD!

HOW'S IT GOIN', BIG BROTHER?

RINA?!

I THOUGHT THE WEB-LADY TOTALED YA!

I'LL BET YOU ALSO BELIEVE IN SANTA CLAUS--

--AND THE VALUE OF VARIANT COVERS ON COMIC BOOKS!

TWA-KWUNK

I HATE TO SOUND LIKE A TOTAL GEEK, BUT I COULD USE A LITTLE *EXPOSITION* AT THIS POINT.

MY BROTHER'S BEEN BEHIND BARS SINCE A RECENT TUSSLE WITH THE NEW *AVENGERS*.

YEAH, I READ ABOUT IT. *

*IN A-NEXT #12!

I GOT TIPPED THAT *ENTHRALLA* WAS GONNA SPRING 'IM.

HER ILLUSIONS DIDN'T FOOL MY EN-HANCED SENSES!

AND I ASSUMED YOU WERE WITH *THEM* WHEN YOU ATTACKED ME!

OH, SURE! I KNEW YOU'D *BRING THAT UP!*

NOT *MY* FAULT YOU'RE A *DIMWIT!*

LADIES! *LADIES!* YA SHOULDN'T BE FIGHTING AMONG YER-SELVES--

--NOT WHILE *I'M* HERE!!

THE MAN MAKES *SENSE!*

YOU UP FOR A LITTLE *TWO-ON-ONE!?*

LET'S GO FOR IT, GIRL-FRIEND!

TWO-FISTED TWAT

OUCH! I THINK I BUSTED A KNUCKLE!

TOO BAD I CAN'T LEND YOU MY HEALIN' FACTOR!

THI

MY! MY! ISN'T THIS COZY?

DID WE WAKE YOU?

I SINCERELY HOPE YOU LADIES ENJOYED YOUR ALL-TOO-FLEETING VICTORY.

SUCH A PITY IT COULDN'T LAST.

YOU BOTH FELL UNDER MY MESMERIZING POWERS THE INSTANT WE MADE EYE CONTACT.

I CAN NOW MAKE YOU SEE ANYTHING I CHOOSE AND BELIEVE ANYTHING I WISH.

WHAT WILL CAUSE THE GREATEST PAIN? A FIGHT TO THE DEATH?

OR THE SLAUGHTER OF INNOCENT BYSTANDERS?!

--I'LL JUST SURRENDER!

THERE ARE SO MANY DELICIOUS POSSIBILITIES, BUT I THINK--

GOOD CHOICE!

The FANTASTIC FIVE?!

HOO-BOY! NOW THAT'S YOUR IDEA OF BACK-UP!!

WORD OF THE F5'S PRESENCE QUICKLY SPREADS, AND YOU SOON FIND YOURSELF IN THE MIDDLE OF A MEDIA EVENT...

WHY'D THE POLICE RING YOU GUYS WHEN THEY NOTICED SABRECLAW'S ABSENCE?

I GUESS THEY HAVE MORE FAITH IN US THAN THOSE NEW AVENGERS!

HEY! COULD'VE BEEN WORSE!

THE CALL MIGHT'VE GONE TO JUBILEE AND HER UNCANNY :UGH: X-PEOPLE!

LUV YOU

WE ♥ FRANKIE

F5 4-E

YOU'RE FRANKLIN RICHARDS, RIGHT? I'VE HAD A PSILORD POSTER HANGING OVER MY BED EVER SINCE I WAS A KID!

YOU AND I HAVE SOOO MUCH IN COMMON.

W-WE DO?

WE BOTH GREW UP IN SUPER-TEAMS--

--AND I HAVE THESE REALLY COOL PSYCHIC CLAWS!

S'FUNNY, I RARELY USE MY PSI POWERS TO FORM SOLID OBJECTS.

T-THAT LITTLE HUSSY!

POOR FRANKLIN DOESN'T KNOW WHAT HE'S IN FOR!

WHAT'S A REAL FRIEND TO DO?

MIND HER OWN BUSINESS--

--OR PUNCH THAT SCHEMING WITCH'S LIGHTS OUT?

:SIGH: YOU SUDDENLY REMEMBER JIMMY YAMA--

--AND WONDER HOW HE'S DOING.

MAYBE YOU OWE HIM AN APOLOGY.

THEN AGAIN...

MAYBE NOT!

MIDTOWN VARSITY

I ASSUME THIS MEANS YOU'LL BE REJOINING OUR USUAL STUDY GROUP.

GO AHEAD. RUB IT IN.

PARKER

EVERYBODY ELSE IS HAVING A GOOD LAUGH AT MY EXPENSE.

HEATHER DUMPED YOU?

THE SECOND SHE FINISHED COPYING MY MATH HOMEWORK.

I FEEL LIKE A TOTAL CHUMP!

OKAY, SO THINGS WENT SOUR. WHO KNOWS? THEY MIGHT HAVE WORKED OUT.

I SHOULD'VE BEEN SUSPICIOUS FROM THE VERY START.

SHOULD'VE KNOWN SHE WAS JUST *USING* ME!

A LITTLE SKEPTICISM WOULDN'T HURT-- BUT I DON'T THINK YOU SHOULD JUMP TO CONCLUSIONS.

APPEARANCES CAN OFTEN BE DECEIVING!

BIAGGY

TRUST ME.

I KNOW.

THE END--FOR NOW!

MARVEL COMICS

#14

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL

APPROVED BY THE COMICS CODE AUTHORITY

DEFEATED AND DISGRACED...

...BY THE MAN NAMED KAINE!

O/W

SPIDER-GIRL (1998) #14

Stan Lee presents the ever-stunning SPIDER-GIRL!

THE COLD RAIN SUDDENLY **JOLTS** YOU AWAKE--!

(That's when you first realize you've been dozing.)

TIME TO HEAD HOME, LITTLE GIRL!

FALLING ASLEEP IN THE MIDDLE OF A **WEB-SWING** COULD BE REAL HAZARDOUS TO YOUR HEALTH.

YOU CAN CONTINUE YOUR HUNT FOR THE CURRENTLY ELUSIVE **DARKDEVIL** TOMORROW NIGHT--

--WHEN YOU'RE BETTER RESTED AND THE WEATHER'S MORE COOPERATIVE.

A MAN CALLED... KAINE!

YOUR NAME IS MAY "Mayday" **PARKER**, AND YOU'RE THE DAUGHTER OF THE ORIGINAL **SPIDER-MAN.**

EVEN AS YOU VEER TOWARD **FOREST HILLS** --and the comfort of a warm bed-- THE OLD PARKER LUCK SUDDENLY KICKS IN AS **GUNFIRE** ROARS IN THE NIGHT.

TOM DeFALCO WRITER • PAT OLLIFFE PENCILER • AL WILLIAMSON INKER • JANICE CHIANG LETTERER • CHRISTIE SCHEELE COLORIST • BOB HARRAS EDITOR-IN-CHIEF

CROSSING THE AVENUE, YOU WHIP NORTH FOR FIVE BLOCKS, AND THEN...

Y-YOU ;huff;- THINK WE TAGGED HIM?

I DOUBT ANYTHING CAN STOP THAT MANIAC!

I JUST HOPE HE'S HAPPY WITH THE OTHERS, AND FORGETS US!

SOMEONE HAS GIVEN THESE POOR FELLOWS A FRIGHT.

MAYBE YOU CAN BRING A LITTLE JOY INTO THEIR OTHERWISE DRAB AND DEPRESSING LIVES.

HI, FELLAS!

I SUSPECT YOU RAN INTO AN ACQUAINTANCE OF MINE!

EEEY!!!!!!

WHERE'D SHE ;huff; COME FROM?!

BLAST HER!

SHE'S PROBABLY WORKING WITH THAT OTHER FREAK, AND--*HEY!* LOOK WHAT SHE'S DONE TO OUR GUNS!

S-SHE'S CLOGGIN' 'EM WITH SOME KIND'A GOO!

THWIPPP!

NOT GOO! WEBBING!

IT'S ALL PART OF A COORDINATED MARKETING EFFORT TO CREATE A COMPLETE SPIDER-MYSTIQUE!

BY THE WAY, THAT SO-CALLED "other freak"-- are we talking about a pasty-faced guy with horns and a flaming billy club?

OUTTA MY WAY, LADY! I CAN'T TAKE ANY JAIL TIME.

I GOT A FAMILY TO SUPPORT--a couple of 'em, in fact!

THEY HAVE MY SYMPATHY--

--BUT YOU SHOULD HAVE THOUGHT ABOUT THEM BEFORE ATTACKING ME!

NOT BAD FOR A GIRL IN NEED OF HER BEAUTY REST!

YOU STIFLE A YAWN--

--EVEN AS YOUR SPIDER-SENSE BEGINS TO TINGLE, ALERTING YOU TO AN UNKNOWN OBSERVER.

DARKDEVIL--?!

IT'S GOTTA BE HIM!

WHO ELSE WOULD BE CRAZY ENOUGH TO BE OUT IN THIS WEATHER?

PAUSING ONLY TO WEB UP YOUR SPARRING PARTNERS, YOU SOON RACE TO THE ROOFTOP--

--BUT YOUR MYSTERIOUS WATCHER IS LONG GONE BEFORE YOU ARRIVE!

YOU SEARCH FOR ANOTHER TWENTY MINUTES BEFORE FINALLY CALLING IT A NIGHT.

WHERE IS DARKDEVIL, ANYWAY?

HE USED TO POP UP FREQUENTLY, TRYING TO DISCOURAGE YOU FROM DOING THE HERO THING.

BUT YOU HAVEN'T SEEN HIM IN WEEKS.

NOT SINCE THE TWO OF YOU FOUGHT OVER SOME STUPID SUPER-VILLAIN.*

SOME GUY CALLED... Caine?

OR IS IT Caine?

*IN SPIDER-GIRL #12!

WHATEVER! IT'S TOO LATE TO WORRY ABOUT THAT NOW!

ECONOMICS

NBA

UNCLEAN THOTS ? IN CONCERT

YOU CHECK THE HALLWAY BEFORE HITTING THE SHEETS--

--TRYING TO SENSE IF YOUR PARENTS ARE STILL AWAKE--

--PRAYING THAT YOUR SPIDER-SENSE WON'T TINGLE!

Uh-oh! ONLY AN HOUR AND A HALF UNTIL YOUR FATHER DRAGS YOU OUT OF BED FOR YOUR MORNING TRAINING SESSION.

MIGHT AS WELL MAKE THE MOST OF IT...

BUT YOUR MIND REFUSES TO SHUT DOWN.

WHAT'S HAPPENED TO DARKDEVIL?

IS HE JUST DUCKING YOU, OR--

RISE 'N' SHINE, HOTSHOT!

;kltpzyxm'-

TIME TO GIVE THE NEIGHBORS A BREAK FROM YOUR SNORING.

I...I DON'T SNORE... do I?

EVEN WORSE THAN YOUR FATHER!

C'MON-- GET MOVING!

IT'S ALMOST SEVEN-THIRTY AND YOU HAVE TO GET READY FOR SCHOOL.

W- WHERE'S DAD?

WHY DIDN'T HE WAKE ME FOR OUR USUAL SPIDER-LESSON?

HE HAD A BREAKFAST MEETING AT THE POLICE LAB--

FINISH

--AND FIGURED YOU COULD BOTH USE THE EXTRA SLEEP.

ODD! YOUR FATHER RARELY REPORTS TO WORK SO EARLY.

HE MUST BE ON A BIG CASE.

Remember

CIVICS- DUE THURSDAY

MAYBE IT'S RELATED TO...Nah!

DARKDEVIL COULDN'T BE INVOLVED.

Could he?

MIDTOWN HIGH SCHOOL

YO, MAYDAY!

HI, JIMMY.

I...uhhh...WANT TO THANK YOU FOR TAKING THE TIME TO STRAIGHTEN ME OUT THE OTHER DAY.

COULDN'T HAVE BEEN EASY FOR YOU.

NO SWEAT, JIMMY.

WHAT'S THE POINT OF HAVING FRIENDS IF YOU CAN'T DEPEND ON THEM TO TELL YOU WHEN YOU'RE ACTING LIKE A JERK?

THERE'S *MANSFIELD!* I OWE HIM AN APOLOGY, TOO.

MAYBE YOU SHOULD JUST AVOID HIM.

NO, I WANT TO GET THIS OVER WITH.

GOT A MINUTE, MOOSE?

DON'T START WITH ME, YAMA!

I'VE HAD ENOUGH GRIEF FROM YOU.

I...I KNOW...AND I...I'M REAL ***SORRY*** FOR THE WAY I'VE BEEN YANKING YOU.

I'VE BEEN A MAJOR FOOL, AND I HOPE YOU CAN FORGIVE ME SOMEDAY.

FORGIVE YOU?

HA!

I'LL DO BETTER THAN THAT, YAMA MY MAN!

YOU AND I ARE ABOUT TO BECOME ***BEST BUDS!***

SORRY I HAD TO DRAG YOU IN SO EARLY. BUT THE *DA* WANTS ACTION ON THIS CASE.

POLICE
MIDTOWN SOUTH

AS YOU MAY ALREADY KNOW, ONE OF OUR FINE UPSTANDING CITIZENS HAS DECLARED *WAR* ON CRIME.

SOUNDS LIKE A GOOD IDEA TO ME, MS. YAMA.

I'D NORMALLY AGREE, PARKER, BUT THIS GUY IS PARTICULARLY *VICIOUS*--

--AS YOU CAN SEE FROM THESE *PHOTOS* OF HIS MOST RECENT VICTIMS!

I THOUGHT YOU'D RECOGNIZE THAT DISTINCTIVE SYMBOL. FORENSICS IDENTIFIED IT, AND RAN A BACKGROUND CHECK.

IMAGINE MY SURPRISE WHEN THE COMPUTER SPIT OUT *YOUR* NAME.

T-THEY'VE ALL BEEN *SCARRED* WITH--

--*The mark of Kaine!*

I GATHER YOU RAN ACROSS THIS *KAINE* CHARACTER--*Fifteen? Sixteen years ago?*--LONG BEFORE YOU JOINED THE DEPARTMENT.

I WAS FINISHING UP MY DEGREE, AND WORKING PART-TIME FOR THE *DAILY BUGLE*.

HE WAS A MERCILESS KILLER THEN, AND I DOUBT HE'S MELLOWED WITH AGE.

HE *DISAPPEARED* YEARS AGO... AND I GUESS I JUST ASSUMED HE WAS *DEAD*.

NO SUCH LUCK!

COULD YOU GET THAT, PHIL?

RINGGGGG!

Uhhhh... SURE!

NOW THAT'S WEIRD!

YOU CALL TO CONFIRM YOUR REGULAR LUNCH DATE WITH UNCLE PHIL--

--AND HE ALSO BAILS ON YOU!

WHAT THE HECK IS--WHOA!

WEIRD JUST TOOK ON A NEW DEFINITION!

JIMMY, MOOSE AND COURTNEY-- Talk about an unlikely trio!

MOOSE USED TO RAG ON THOSE TWO-- calling them geeks and nerds--BUT HE SUDDENLY SEEMS TO HAVE DEVELOPED A THING FOR COURT.

OR SO HE SAYS!

WHAT IF HE PLANS TO HUMILIATE HER, AND--

HEY, PRETTY LADY!

ANY CHANCE YOU'RE HEADED FOR THE CAFETERIA?

SHE IS, MY MAN-- you're called JJ, right?-- AND SHE'S GOING WITH ME.

AND YOU ARE--?

BRAD...BRAD MILLER.

AHEM

MAYBE YOU SHOULD JUST BUTT OUT OF COURTNEY'S LOVE LIFE--

--AND ATTEND TO YOUR OWN!

NO PROBLEM, GUYS! I'M SURE WE CAN FIND A TABLE THAT'LL SIT ALL THREE OF US.

SOUNDS... great!

OH, YEAH-- just great!

GREAT! GREAT! GREAT!

WHO CARES IF YOUR DAD AND UNCLE ARE DITCHING YOU?

WITH JJ AND BRAD, YOU MAY JUST CUT BACK ON THE WHOLE WEB-SWINGING SCENE, ANYWAY.

THAT'LL CERTAINLY MAKE YOUR PARENTS HAPPY. AND...

KAINE--?!

ARE YOU ABSOLUTELY SURE IT'S HIM?

PRETTY SURE.

O-DO YOU THINK HE'S HERE... BECAUSE OF MAY?

HIS MIND IS SO TWISTED--who knows how it works?

BUT I CAN'T SEE HIM HARMING HER.

FUNNY THING THOUGH, SHE ASKED ME ABOUT HIM THE OTHER DAY.*

EVEN MADE UP SOME RIDICULOUS STORY ABOUT A RESEARCH PROJECT.

PETER, I HATE THE THOUGHT OF THAT MONSTER GOING NEAR MY DAUGHTER.

TRUST ME, MARY JANE. SHE SHOULD BE SAFE--

*IN SPIDER GIRL #12!

--AS LONG AS SHE DOESN'T BECOME SPIDER-GIRL!

DINNER IS LIKE A MINEFIELD--

--AS YOU AND YOUR PARENTS DEFTLY TIPTOE AROUND VARIOUS EXPLOSIVE TOPICS.

LATER, YOU HEAD UPSTAIRS AND CATCH UP ON HOMEWORK--

--AS YOU WAIT FOR YOUR PARENTS TO NOD OFF!

SOMETIME AFTER MIDNIGHT, YOUR SPIDER-SENSE FINALLY GIVES YOU THE **ALL-CLEAR**, AND YOU MAKE WITH THE **WEBBING!**

BUT IT'S A LESS THAN IDEAL NIGHT--

--AND YOU IMMEDIATELY START QUESTIONING YOUR COMMITMENT TO THE WHOLE **HERO** THING.

MAYBE YOU SHOULD FORGET ABOUT TRYING TO FIND **DARKDEVIL.**

MAYBE YOU SHOULD JUST LAY LOW UNTIL--

WEEEEEEE!

THOSE SIRENS *DON'T* CONCERN YOU, LITTLE GIRL.

DARKDEVIL--!

I WAS WONDERING WHEN YOU'D DEIGN TO HORN BACK INTO MY LIFE.

HORN. Get it?

VERY FUNNY.

I AM SUITABLY *underwhelmed* BY YOUR WIT.

NOW...GO *HOME!*

WHY ARE YOU TRYING TO STOP ME FROM FOLLOWING THOSE COPS?

HAVE YOU BEEN BASHING BAD GUYS, AGAIN?

NOT ME!

SOMEONE ELSE... SOMEONE YOU *DON'T* WANT TO MEET.

SOMEONE NAMED CAINE?

I'M WARNING YOU FOR YOUR OWN GOOD, LITTLE GIRL--

--STAY *AWAY* FROM *KAINE!*

YOU HAVE NEITHER THE *SKILL* NOR THE *POWER* TO SURVIVE AN ENCOUNTER WITH HIM.

EVEN AS DARKDEVIL DOES HIS VANISHING THING, YOU THINK ABOUT YOUR PARENTS--

--AND THE WEATHER--

--AND YOUR WARM, DRY BED.

EVEN AS AN AMBULANCE CRIES IN THE NIGHT.

--AND YOU SOON FIND YOURSELF DRAWN INTO A LIVING NIGHTMARE!

THE WOUNDED LAY SCARRED, BROKEN AND DYING!

FROM BRIEF SNATCHES OF CONVERSATION, YOU LEARN THAT THE VICTIMS ARE ALL SUSPECTED CRIMINALS--

--MEN OF VIOLENCE AND VICE.

BUT THAT STILL DOESN'T GIVE ANYONE THE RIGHT TO...TO... ARRRGH!

FOR THE NEXT SEVERAL MINUTES, YOU SCOUR THE NEIGHBORHOOD-- expanding your search area in ever-widening circles!

SUDDENLY YOUR SPIDER-SENSE BEGINS TO TINGLE--

--AND YOU CATCH SIGHT OF TWO FIGURES ON A DISTANT ROOFTOP.

SINCE ONE APPEARS TO BE DARKDEVIL THE OTHER MUST CERTAINLY BE--

--THE MAN CALLED KAINE!

IT'S SO GOOD TO SEE YOU, AGAIN.

DID YOU MISS ME?

LIKE THE GREAT PLAGUE.

IS THAT ANY WAY TO GREET AN OLD FRIEND?

SPWAK!K!K!

ESPECIALLY THE MAN WHO HELPED BRING YOU BACK FROM THE DEAD?

THESE FLAMES MUST BE A POTENT WEAPON AGAINST YOUR AVERAGE ADVERSARY.

A PITY THEY CAN'T HURT ME.

NOTHING CAN.

AFTER TOO MANY YEARS OF CONSTANT AGONY, MY NERVE ENDINGS SIMPLY stopped FUNCTIONING--

--I CAN'T FEEL ANYTHING--

--EXCEPT HATRED!

I HOPE YOU DON'T EXPECT SYMPATHY FROM ME.

MY LIFE HASN'T EXACTLY BEEN A JOYRIDE THANKS TO YOU!

GOOD.

I WANTED YOU TO SUFFER--

KER-TWANG!!

--TO DREAD THE DAWNING OF EACH NEW DAY--

--TO MOURN THE LOSS OF YOUR VERY HUMANITY--

--AND TO BEG FOR THE FINAL DEATH!

EEEYYYUUU!

I HATE TO CRITICIZE SOMEONE I JUST MET--

--BUT YOU SHOULD REALLY UPDATE YOUR *DIALOGUE.*

MELODRAMA IS *OUT!*

SNAPPY'S *IN!*

UNLESS STYLES HAVE *changed* IN THE LAST FIFTEEN SECONDS.

SO THIS IS THE MYSTERIOUS KAINE!

WHY THE BIG FUSS?

HE DOESN'T SEEM SO TOUGH.

DARKDEVIL DOESN'T THINK YOU HAVE THE CHOPS TO DUMP THIS BUM!

BUT HORNHEAD'S KISSING ROOF--

--WHILE YOU'RE KICKING BOOTY!

OR not!

IT'S BEEN A LONG TIME, MY DEAR.

YOU'VE GROWN.

Y- YOU THINK YOU KNOW *ME*?

I DON'T EXPECT YOU TO REMEMBER.

YOU WERE ONLY A BABE IN ARMS.

THE *wrong* ARMS!

W- WHAT THE HECK ARE YOU TALKING ABOUT?

ENOUGH!

THERE'S NO NEED TO DRUDGE UP THAT OLD *NONSENSE*.

CERTAIN THINGS *SHOULD* BE FORGOTTEN-- *as if they never existed!*

RUN, SPIDER-GIRL! I'LL DISTRACT HIM WHILE YOU ESCAPE!

NAIVETE DOESN'T SUIT YOU, OLD FRIEND.

SHE COULD NO MORE *DESERT* A *comrade-in-arms*... THAN HER FATHER COULD.

YOU CLAIM TO KNOW A LOT ABOUT ME AND MY FAMILY.

Snap!

ENOUGH TO KNOW THAT *SPIDER-MAN* WOULD NEVER RESORT TO SUCH A CRUDE WEAPON.

TOUGH!

IN CASE YOU HAVEN'T NOTICED, I'M *SPIDER-GIRL*--

KTWAKK!

--AND I HAVE A LOOSER, MORE FREEWHEELING *STYLE!*

YOUR FATHER WOULD BE *APPALLED* BY SUCH BEHAVIOR!

FOR ALL HIS FAULTS, HE HAS ALWAYS BEEN A MAN OF *HONOR!*

TWAM!

HIS REFLEXES ARE SIMPLY AMAZING--!

EVEN WITH THE ADVANCE WARNING FROM YOUR SPIDER-SENSE, YOU STILL CAN'T AVOID HIS STUNNING BLOWS.

TIME TO CHANGE TACTICS--!

HOW DO YOU KNOW MY DAD?

IN MANY WAYS, WE ARE CLOSER THAN *BROTHERS!*

A SIMPLE SOMERSAULT WILL POSITION YOU--

--FOR A NEW ATTACK!

A SHAME HE'S AN *ONLY CHILD.*

NOT AS *only* AS YOU'VE BEEN LED TO BELIEVE!

WHAT'S *THAT* SUPPOSED TO MEAN?

ASK YOUR FATHER!

KERRAK

I HAVE NO WISH TO HARM YOU, CHILD.

THIS IS YOU TRYING TO *AVOID* HURTING ME--?

;Hoo boy;

I WANT TO DELIVER A MESSAGE TO YOUR FATHER.

TELL HIM THAT I, LIKE *RUMPELSTILSKIN*, HAVE FINALLY RETURNED TO CLAIM MY PRIZE.

ISN'T HE THE ONE *WHO--?!*

EXACTLY!

ONE *other* THING...

PLEASE GIVE MY SINCEREST REGARDS TO YOUR DEAR *MOTHER*.

SUCH A SWEET AND LOVELY WOMAN!

SPWAT-T!

:ugnnn:

SPIDER-GIRL--
NO!
NO!

S-SHE'S GOING OVER THE SIDE--!

M-MY HEAD'S STILL POUNDING, BUT I'VE GOT TO TIME THIS *TELEPORT* JUST RIGHT, OR--

I DID IT!

RELAX, LITTLE GIRL! GO *LIMP!* I'VE GOT YOU.

W-WHO'S... GOT...YOU?

CAN'T YOU *EVER* BE SERIOUS?

D-DOUBT IT!

KAINE'S GONE!

I'VE LOST HIM AGAIN...THANKS TO YOU!

S-SORRY!

I WARNED YOU ABOUT KAINE!

TOLD YOU THAT YOU WEREN'T ON HIS POWER LEVEL!

WILL YOU PLEASE GO HOME!

RUMPLESTILSKIN--?!

DIDN'T HE DEMAND A CHILD AS PAYMENT FOR A FAVOR?

SOME PRIZE!

YEAH. SURE. whatever.

THE END... for now!

MARVEL COMICS

#15

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL

APPROVED BY THE COMICS CODE AUTHORITY

INTRODUCING THE MOST FLEXIBLE FELON OF ALL...

MR. ABNORMAL!

TM

GUEST-STARRING THE ALWAYS-SENSATIONAL SPEEDBALL!

Stan Lee presents the stunning SPIDER-GIRL!

SWINGIN' N' SLAMMIN' WITH SPEEDBALL!

NO ONE EVER SAID BEING A FRIENDLY NEIGHBORHOOD WEB-SWINGER WOULD BE EASY.

NOR WAS THERE MENTION OF THE BUMPS, BRUISES AND BLACK EYES THAT ARE THE NATURAL CONSEQUENCES OF THE HERO TRADE.

YOUR NAME IS MAY "Mayday" PARKER.

YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN--

--AND YOU reallllllly HAVE TO FIND A WAY TO HIDE YOUR INJURIES FROM YOUR PARENTS!

TOM DeFALCO WRITER • PAT OLLIFFE PENCILER • AL WILLIAMSON INKER • JANICE CHIANG LETTERER • CHRISTIE SCHEELE COLORIST • BOB HARRAS EDITOR IN CHIEF

Uh-oh! TOO LATE!

'MORNING, HOTSHOT! I KNOW IT'S ONLY *SATURDAY*, BUT YOUR FATHER'S DOWNSTAIRS, STIRRING UP A BATCH OF HIS SPECIAL PANCAKE BATTER.

THOUGH YOUR PARENTS ARE AWARE OF THE FACT THAT YOU INHERITED YOUR DAD'S AMAZING SPIDER-LIKE POWERS--

--THEY DON'T KNOW THAT YOU'VE BEEN SECRETLY SLIPPING OUT AT NIGHT TO DO YOUR WEB THING.

WILL YOU BE JOINING US FOR--

Oh, god!

AT LEAST THEY DIDN'T KNOW.

YOU EXPECT AN ANGRY STREAM OF I-told-you-SOS.

A SELF-RIGHTEOUS CONDEMNATION FOR GOING BEHIND THEIR BACKS!

INSTEAD, YOU GET A TERRIBLE SILENCE--

--AND A FACE FULL OF FEAR.

LISTEN, MOM.

IT'S REALLY NOT AS *bad* AS IT LOOKS.

I... I'LL TELL YOUR FATHER THAT YOU'RE SLEEPING IN.

Y-YOU'D BETTER STAY UP HERE UNTIL I CAN GET HIM OUT OF THE HOUSE.

Yeah.

okay.

WITH ONLY YOUR GUILT FOR COMPANY, YOU SPEND THE NEXT FORTY-FIVE MINUTES TRYING TO DISGUISE YOUR EYE BENEATH A TON OF MAKE-UP, AND THEN...

WHERE'D DAD GO?

THE STATION HOUSE.

THE WHOLE DEPARTMENT'S BEEN CALLED IN TO WORK ON A BIG CASE.

MOM...WE HAVE TO TALK.

No. not now.

I'm not ready.

PASTA

BAKING

BUT I'M OKAY... REALLY!

THIS TIME!

I KNOW WHAT'S COMING, MAY.

I'VE ALREADY LIVED THROUGH IT WITH YOUR FATHER.

I...I'VE TRIED TO PREPARE MYSELF.

B-BUT I'M JUST NOT READY.

SCREAMING WOULD BE EASIER TO HANDLE!

MUCH, MUCH EASIER!

YOUR FATHER RETIRED FROM THE WEB BIZ AFTER HE LOST HIS LEG.

HE NOW WORKS IN THE POLICE LAB.

YOUR GUT TELLS YOU THAT HIS BIG CASE HAS TO DO WITH A CERTAIN SUPER-POWERED derangeoid CALLED KAINE.

THE VERY SAME KAINE WHO COMPLETELY OVERWHELMED YOU LAST NIGHT.

YOU ARE SO LUCKY TO BE ALIVE! THE GUY COULD HAVE KILLED YOU, AND--

HELP P P P!

H-HE'S GOT MY PURSE!

SHUT UP, YOU OLD BAG!

FOR A MOMENT, YOU STAND FROZEN--!

SHOULD YOU CHANGE INTO SPIDER-GIRL?

IS THIS THE ONLY TYPE OF CRIME YOU'RE CAPABLE OF STOPPING?

NOT EVEN!

GIVE IT UP, PUNK!

Y-YOU CRAZY, MAN?

NAH, JUST A CONCERNED CITIZEN.

THERE'S SOMETHING REAL FAMILIAR ABOUT THIS SCENE.

IT KIND OF REMINDS YOU OF ANOTHER time...ANOTHER failure.

YO, MAYDAY! HOW'S THE GIRL?

I WAS JUST ABOUT TO STROLL OVER TO THE--WHOA!

WHAT'S WITH THE SHINER?

I...I GOT INTO A PICK-UP GAME AT THE PARK...AND GOT CLOBBERED BY THE BALL.

Oooh! LOOKS PAINFUL.

FEELS WORSE.

YOU'RE LUCKY YOU RAN INTO ME, GIRLFRIEND.

I KNOW THE BEST WAY TO LIFT YOUR SPIRITS AND GET YOU INTO A HEALING FRAME OF MIND.

WE'RE GOING *SHOE SHOPPING!*

FINGEROTH'S IS HAVING A SALE-- *40% OFF!*

Forty percent--?!

SEE? YOU'RE ALREADY PERKING UP!

THOSE STILETTOS ARE SO FIVE MINUTES AGO--

--BUT THE SLIDES ARE TO DIE FOR!

I'M THINKING THAT BROWN PAIR WOULD GO GREAT WITH MY NEW--*O-boy!*

CHECK OUT THE LOVE CONNECTION.

AM I THE ONLY ONE WHO KEEPS GETTING WEIRDED OUT BY THE SIGHT OF *MOOSE MANSFIELD* HITTING ON *COURTNEY DURAN?*

THE WEIRD FACTOR IS ABOUT TO HIT THE RED ZONE.

LOOK *WHO'S* JOINING THEM!

DIDN'T I SEE YOU KIDS AT *MIDTOWN HIGH* THE OTHER DAY?

MY NAME IS *MOORE*, AND I WORK FOR THE *DAILY BUGLE.*

YEAH, YOU'RE THE REPORTER WHO'S TRYING TO DIG UP THE DIRT ON *SPIDER-GIRL.*

BOY! THAT SISTER SURE PICKED THE *WRONG* TWO.

WHY DO YOU SAY THAT, DAVIDA?

YOU HAVEN'T HEARD WHY *JOCK-FOR-BRAINS* IS SUDDENLY SO HOT FOR *NERD GIRL?*

Sale 50%

MOOSE THINKS COURTNEY IS *SPIDER-GIRL!*

SO... HE IS USING HER.

KIND'A. SORT'A.

BRAD MILLER GAVE ME THE SCOOP.

HE DIDN'T CLUE YOU--?

BANNER

MAYBE HE'S STILL STEAMING OVER YOUR NEW GUY!

NEW G--you mean JJ?! YOU'RE JUST *BUSTING!*

YOU *HEARD* ME, LADY!

TAKE A HIKE!

SPIDER-GIRL'S A REAL *HERO!* SHE SAVED MY *LIFE* ON MORE THAN ONE OCCASION--AND PLENTY OF *OTHERS* CAN SAY THE *SAME!*

I AIN'T GONNA HELP THE *BUGLE* DO A HATCHET JOB!

WHY DO YOU ASSUME I'LL WRITE A *NEGATIVE PIECE?*

I'M MERELY GOING TO REPORT THE *FACTS.*

LIKE SHE REALLY HAS A CHANCE FOR A FAIR SHAKE!

HEY, GUYS--*LOOK!*

LOOK!

COMING OUT OF THE COMIC BOOK STORE-- IT'S SOME KIND OF SUPER-FIGHT!

BAD, HERO!

BAD!

BAD!

BAD!

YOU'RE ALL THAT STANDS BETWEEN ME AND A COMPLETE COLLECTION OF *POLICE COMICS*.

I RECOGNIZE *SPEEDBALL*, BUT *WHO* IS HE FIGHTING?

YOU'RE ASKING *ME*?

I CAN IDENTIFY OVER HALF THE PLAYERS IN THE *WNBA*.

WHEN IT COMES TO THESE COSTUMED CLOWNS...

I BARELY RECOGNIZE *Spider-Girl!*

THEY'RE COMING THIS WAY--!

GET DOWN!

:arrrk:

A-ARE YOU OKAY?

I AM SO sorry.

I DON'T KNOW what CAME OVER ME.

WHY ARE YOU APOLOGIZING? YOU PROBABLY SAVED MY LIFE.

Mook

YEAH, riiiiiiight!

I'LL SEE IF THERE'S ANYTHING I CAN DO TO HELP...BUT YOU'D BETTER GO!

Y-YOU WANT ME TO LEAVE WITHOUT YOU? WHY WOULD I DO THAT?

BECAUSE YOU HAVE TO...uhhh... CALL THE COPS!

YEAH-- THE COPS!

WHAT ARE YOU WAITING FOR?

GO, GIRL! GO!

Uhhhhhh...

okay!

ANYBODY HEAR WHAT THE FIGHT'S ABOUT--?

Nyah! Nyah! MISSED AGAIN!

DO US BOTH A *FAVOR*, ABNORMAL--AND *SURRENDER* BEFORE SOMEONE GETS HURT!

FORGET IT, HERO! I'M HAVING A BLAST!

NOTHING STIMULATES THE HEART LIKE A GOOD, OLD-FASHIONED, GRATUITOUS FIGHT SCENE.

I'LL JUST *STASH* MY NEW COMICS IN A SAFE PLACE SO THAT WE CAN HAVE SOME REAL *FUN!*

BY THE WAY, I'M TRYING TO ESTABLISH A *REGISTERED TRADEMARK.*

IF YOU PROMISE TO CALL ME *MISTER ABNORMAL*, I'LL STOP REFERRING TO YOU AS *THE BOUNCING BOZO.*

I'VE NEVER HEARD OF *MR. ABNORMAL* BEFORE, BUT HE MUST BE A MAJOR CREEP IF A WELL-RESPECTED SUPER-GUY LIKE *SPEEDBALL* IS AFTER HIM.

WE'D BETTER SPLIT UP, DAVIDA. YOU STICK WITH *MOOSE*--

--AND I'LL TRY TO LINK UP WITH *COURTNEY!*

I HEAR YOU, GIRLFRIEND.

THE TOMM

I'LL--*huh?!*

SPLIT UP?

STICK WITH MOOSE?

HEY, MAY! WHY THE HECK ARE WE--

MAY?

MAYDAY--?

BARELY AN HOUR AGO, YOU WATCHED AS COLD FEAR GREW IN YOUR MOTHER'S EYES.

YOU QUESTIONED THE COST OF BEING A HERO.

YET YOU STILL RACE FOR THE ROOFTOPS.

BUT SOMETHING'S DIFFERENT...

*YOUR DEFEAT AT THE HANDS OF **KAINE** HAS SHAKEN YOUR CONFIDENCE.*

*HE SHOWED YOU HOW EASILY YOU COULD BE **BEATEN**... **HURT** OR **KILLED**.*

BUT SPIDER-GIRL IS NEEDED...

AND SO, YOU GO.

OF COURSE, MR. ABNORMAL ISN'T ANYTHING LIKE KAINE.

THIS ONE SEEMS TO BE A PRETTY STANDARD SUPER-BADDIE--

UM

--WITH A RATHER TWISTED SENSE OF HUMOR.

TENNIS, ANYONE?

KAINE, ON THE OTHER HAND, IS JUST TWISTED.

HE'S A LIVING AND RUTHLESS PAIN FACTORY.

KAINE COULD HAVE KILLED YOU, LITTLE GIRL.

ERASED YOU FROM EXISTENCE WITH A SWIPE OF HIS HAND!

OPPS!

HIT THAT ONE LONG AND TO THE LEFT!

SWAKKK!

I'LL HAVE TO WORK ON MY GAME IF I EVER HOPE TO MAKE THE PRO TOUR.

CONTRARY TO ACCEPTED BELIEF, THIS HERO THING ISN'T ALL FUN 'N' GAMES.

IT CAN ALSO BE DEADLY SERIOUS.

THIS ISN'T GOOD.

THE BAD GUY'S GETTING AWAY... AND THERE'S NO WAY I CAN PARLAY THIS STORY INTO A FRONT PAGER AS IT STANDS NOW.

KEEP THE FAITH, LADY--

--HERE COMES SPIDER-GIRL!

BRAKK!

TO THE PUBLIC, THE WHOLE HERO/VILLAIN DYNAMIC IS KIND OF LIKE A WELL-CHOREOGRAPHED DANCE.

INSTEAD OF PIROUETTES AND DOUBLE SHUFFLES, YOU EMPLOY QUIPS AND PUNS.

IN LIEU OF RHYTHMS AND THEMES, STRENGTH AND POWER.

LIKE THE DANCER, YOU ALSO PLAY TO THE CROWD--

--HOPING FOR PRAISE AND APPROVAL--

--CONTENT WITH POLITE APPLAUSE--

--BUT OFTEN FORCED TO SETTLE FOR CRITICISM AND DERISION!

Hoo-boy! SOMEONE'S BECOME A REAL DRAMA QUEEN IN HER OLD AGE.

I DON'T KNOW WHERE YOU SUDDENLY POPPED UP FROM, LITTLE GIRL--

--BUT I'LL TEACH YOU TO INTERFERE IN A PRIVATE FIGHT!

TIME TO GET A GRIP, GIRL!

INSTEAD OF RHAPSODIZING PHILOSOPHIC, YOU SHOULD BE TOSSING PUNCHES--

OR NOT!

NO FAIR!

I JUST DEFEATED SOMEONE WHO SPECIALIZES IN DODGING AND BOUNCING OUT OF THE WAY.

IF YOU WANT TO HOLD MY ATTENTION, I EXPECT YOU TO BRING SOMETHING NEW TO THE TABLE.

NEW, HUH?

A DOUBLE-SOMERSAULT THAT POSITIONS ME FOR A *REAR ATTACK* SHOULD QUALIFY--!

KAINE WOULD NEVER HAVE FALLEN FOR SUCH AN OBVIOUS MANEUVER.

HE PROBABLY WOULD HAVE CAUGHT YOU IN MIDAIR, AND BROKEN YOUR-- Whoops!

ABNORMAL MANAGED TO SNAG YOU!

MAYBE YOU SHOULD STOP WHINING ABOUT KAINE, AND CONCENTRATE ON THE FIGHT AT HAND.

TAKE HIM DOWN, SPIDEY!

YOU'RE THE *GIRL!*

WORDS OF ENCOURAGEMENT FROM A GUY WHO THINKS YOU'RE... Courtney Duran?

JUST WHAT YOU NEED.

Hoo-boy!

HEY, ABBY! I HATE TO COME OFF SOUNDING LIKE A MEMBER OF THE MORAL MINORITY, BUT THE LADY'S YOUNG ENOUGH TO BE YOUR DAUGHTER.

YOU'D BETTER RELEASE HER BEFORE YOU'RE ACCUSED OF PULLING A CLINTON!

:UFFT:

KER-

SPLANGG!

I'M SURE YOU COULD HAVE GOTTEN FREE ON YOUR OWN, SPIDER-GIRL--

--BUT I'VE ALWAYS BEEN A SUCKER FOR A DRAMATIC ENTRANCE!

HEY! I'M NOT COMPLAINING!

Well!!!!... I AM!

TOUGH!

TALK ABOUT *déjà vu!* I USED TO HANG WITH THE ORIGINAL *SPIDEY.*

ANY RELATION?

WHY DOES EVERYONE ASK THAT QUESTION?

PROBABLY HAS SOMETHING TO DO WITH YOUR COSTUME... POWERS...AND ATTITUDE!

HOW'S ABOUT WE JUST FOCUS ON *MR. ABNORMAL?*

WHO IS HE?

HOW'D HE EVER MANAGE TO RIP OFF MR. FANTASTIC'S OLD STRETCHY POWERS?

A FEW WEEKS AGO HE SNEAKED INTO A TOY FACTORY, DETERMINED TO SNATCH SOME SPECIAL, LIMITED EDITION *ACTION FIGURES.*

WOULD YOU BELIEVE HE'S AN OBSESSIVE COLLECTOR?

A REAL FANATIC WHO'S DETERMINED TO HAVE A COMPLETE SET OF... *well!!!!!...* WHATEVER!

HIS POWERS ARE THE RESULT OF A FREAK ACCIDENT THAT HAD A ONE-IN A-BILLION EFFECT ON HIS UNIQUE BODY CHEMISTRY.

HE'S BEEN ON A CRIME SPREE EVER SINCE--STEALING RARE TOYS, COMIC BOOKS, TRADING CARDS, BEANIE BABIES, AND--*HEY!*

WHERE'D HE GO?

HE MUST BE NEARBY BECAUSE I CAN--

NO PARKING MON-FRI 8-6

LUNCH SPECIALS

--SENSE HIM.

AHH-CHOO

GOD BLESS YOU--

--AND SWEET DREAMS!

SPWAKK!

YOU'RE REALLY STARTING TO ANNOY ME, SPEEDY.

I'M GOING TO CRUSH THE *ARROGANCE* RIGHT OUT OF YOU!

"THE UN

TRY TO KNOCK OFF A FEW OF MY EXTRA POUNDS WHILE YOU'RE AT IT.

MY COSTUME'S BEEN GETTING A LITTLE SNUG LATELY, BUT I HATE TO DIET.

ANDY-KI

SPEEDBALL SEEMS SO CAREFREE, SO CONFIDENT.

MUST BE NICE!

Y'KNOW, SPIDEY... OUR FRIEND IS PRETTY *VULNERABLE* WITH HIS NECK ALL STRETCHED OUT LIKE THAT!

WOULD IT BE *UNSPORTING* FOR US--

--TO TAKE *ADVANTAGE* OF THIS MOMENTARY LAPSE?

QWA-TWAM!

PROBABLY!

PITY!

I HATE TO ADD INSULT TO INJURY, BUT IT SIMPLY WOULDN'T DO FOR HIM TO SLITHER AWAY AFTER ALL OUR HARD WORK.

A HEALTHY DOSE OF *WEB-GOOP* SHOULD IMMOBILIZE HIM FOR THE NEXT HOUR OR SO.

YOU SEE WHAT I'M TALKING ABOUT, MISS MOORE?

SPIDER-GIRL'S THE REAL THING! SHE'S GOT THE GOODS!

DOES SHE?

I WONDER...

I DON'T KNOW WHERE I'VE BEEN ALL THESE YEARS.

THIS SUPER FIGHT THING IS ALMOST AS COOL AS WOMEN'S SOCCER.

WHY THE LONG FACE, MOOSE? YOU LOOK TROUBLED.

I NOTICED SOMETHING WEIRD DURING THE FIGHT.

FROM CLOSE RANGE, SPIDER-GIRL DOESN'T LOOK ANYTHING LIKE COURTNEY.

REALLY?

GUESS THAT CAN ONLY MEAN ONE THING.

Yeah...

SHE MUST POSSESS SOME SPECIAL POWER THAT MAKES HER A MASTER OF DISGUISE!

O'ohhhh!

HEY, GUYS! I'M GLAD TO SEE THAT EVERYONE'S OKAY.

DID I MISS ANYTHING?

NOT REALLY.

SPIDER-GIRL JUST KICKED BUTT LIKE USUAL.

C'MON! YOU'VE HAD ENOUGH EXCITEMENT FOR ONE DAY.

LET ME WALK YOU HOME.

Uhhhh... SURE!

BY THE WAY...

WHATEVER HAPPENED TO THE REPORTER?

YOUR CONCLUSIONS, MS. MOORE?

DAILY BUGLE

YOU CAN SEE THE EVIDENCE FOR YOURSELVES, GENTLEMEN...

WITHOUT ANY HOPE FOR PERSONAL GAIN, *SPIDER-GIRL* JUMPED IN TO BACK UP *SPEEDBALL*--WHO'S BEEN ONE OF THE CITY'S STALWARTS FOR UMPTEEN YEARS.

:Harrumph:

ASIDE FROM THE SURFACE SIMILARITIES, DOES ANYTHING LINK HER TO THE ORIGINAL WEBHEAD?

NO, MR. JAMESON.

A RELATIONSHIP IS CERTAINLY POSSIBLE, BUT I HAVEN'T UNCOVERED A SINGLE FACT TO CONFIRM ONE.

WELL DONE, MOORE. JONAH AND I WILL REVIEW YOUR NOTES.

THIS GIRL IS ONE OF THE GOOD GUYS, MR. WALTERS... AND THE PUBLIC HAS A RIGHT TO THE TRUTH.

YES... *well!!!!!*... WE'LL GET BACK TO YOU.

DAVIDA, YOU HAVEN'T STOPPED TALKING ABOUT *SPIDER-GIRL* SINCE WE LEFT THE MALL.

HEY, THE LADY REALLY JAZZED ME TODAY.

SHE GOT THE *MOVES* AND *'TUDE* TO BE A MAJOR PLAYER.

MUST BE SO *WILD* TO BE ONE OF THEM COSTUME TYPES.

SURE IS...

EVEN IF YOU DISCOUNT THE BUMPS, BRUISES AND BLACK EYES--

--AND GLOSS OVER THE PSYCHOS LIKE KAINE--

--YOU STILL FACE A DAILY MOUNTAIN OF ANGST JUST TRYING TO DEAL WITH YOUR FRIENDS--

--AND FAMILY.

*NO ONE EVER SAID BEING A FRIENDLY NEIGHBORHOOD WEB-SWINGER WOULD BE **EASY**.*

BUT WILD?

Most definitely!

THE END... for now!

THE 2001 ***SPIDER-GIRL TPB*** COLLECTED ***SPIDER-GIRL #0-8***.
COVER ART BY **PAT OLLIFFE** & **AL WILLIAMSON**.

GREETINGS & GRATEFULNESS!

We welcome you into our all new universe, and sincerely thank you for coming. There are plenty of wonderful comic books being produced these days, and we feel honored that you chose to spend some time (and money) on us.

MC-2 (as we call our little playground) is set roughly fifteen years ahead of the more established Marvel Universe.

Don't panic if you've never read any Marvel Comics before today. It really doesn't matter as far as MC-2 is concerned. Each individual issue will give you all the information you'll need to understand -- and, hopefully, enjoy -- our journeys into the fantastic. If you're familiar with the good ol' MU, you'll see what one possible future has in store for some of your favorite heroes.

Is MC-2 really meant to be the official future of the present Marvel Universe?! Absolutely not!

We're just one of countless possibilities, and we freely admit that all of our stories are just.....wellllll...stories!

Stories which will excite and amuse you! Stories which will make you laugh, cry, and -- sometimes --think!

Stories about some pretty terrific people with some rather spectacular lives and powers! People with honor, courage and integrity! People who have taken the initiative to be heroes!

The kind of people we'd all like to be!

At least... that's our goal! You get to judge how well we succeed, or how badly we fail. We're counting on you to help guide us, so please write to Spider-Girl, A-Next and J2.

On behalf of everyone associated with these books, we honestly hope you'll have as much fun reading them as we did working on them.

Thanks for being there!

Tom D.

ATTENTION!!

To all subscribers of Marvel Adventures. Marvel Adventures is no longer being published. Your subscription has been transferred to this great new comic book for the remainder of your subscription.

Face it, True Believer, you've definitely hit the jackpot!

THE 1999 ***SPIDER-GIRL: A FRESH START*** ONE-SHOT COLLECTED ***SPIDER-GIRL #1-2***.
COVER ART BY **PAT OLLIFFE, AL WILLIAMSON** & **STEVE BUCCELLATO**.

AFTERWORD

According to Stan Lee, Spider-Man was almost never born. When he first proposed the idea of a web-swinging hero, Stan was told to forget him because:

A) People hate spiders!
B) You can't feature a teenager as a super hero.
C) You can't have a hero who isn't big, muscle-bound and glamorous.

Plus a bunch of other reasons that seem pretty silly in hindsight.

Ignoring the naysayers, Stan and Steve Ditko plowed bravely ahead. They produced the first Spider-Man story, and slotted it in AMAZING FANTASY.

Since this particular comic was about to be canceled, Stan figured nobody would care who was featured in the last issue. If his critics were right, it wouldn't matter if Spider-Man was a failure.

According to comic book legend, AMAZING FANTASY #15, dated August 1962, introduced Spidey to the world, and was one of the best-selling comic books of that year.

What a story!

Unfortunately, Spider-Girl's history isn't quite as interesting. My memory isn't the best, but I seem to think it all began sometime during the summer of 1994.

The Spider-Man office, which was overseen at the time by Danny Fingeroth, one of the truly great editors in the comic book industry, decided that Peter and Mary Jane would have a baby. A long and thrilling storyline, complete with all the appropriate soap operatic complications, was eventually hammered together. The plan was for Pete and MJ to eventually have their baby, and live happily ever after. Or as happily as a Spider-Man can!

As we writers were plotting the story, someone suggested that the baby be a girl. (Here's where my memory fails. The proposal could have come from Marc DeMatteis, Howard Mackie, Todd DeZago, Dan Jurgens, Terry Kavanagh, Bob Budiansky, Mark Powers, Eric Fein or Mark Bernardo who, at various times, were my unindicted co-conspirators on the Spider-Man series. All I know is that I liked the idea, and it didn't come from me.)

For the next several months, we worked on the story that would eventually lead to the birth of Pete and MJ's first child. During this time, I began to daydream, to leap ahead, and picture what the future held for Pete and his daughter. I could see stories like "Baby's First Web" and "A Parent's Guide To Wall-Sticking." (All right, I'll admit they weren't the most exciting story ideas, but it isn't like I actually planned to write them.)

Anyway, a few months before the blessed event, the spider-writers were called into a meeting, and informed that the powers-that-be had decided against the Parkers having a baby.

We protested, howled, threatened, coaxed and begged, all to no avail. The decision was final, and we had to come up with a new ending. And so, like the professionals we pretend to be, we did.

That should have been the end of Spider-Girl.

But she still haunted me, flittering around in my daydreams, when I should have been working on my real assignments.

Months passed, and then a rare opportunity presented itself. I learned that Ron Frenz, my longtime partner and former Spidey collaborator, would be available for an assignment. I also heard that Kelly Corvese was soliciting ideas for WHAT IF?, a comic which featured alternate twists on the official stories of the Marvel Universe.

SPIDER-GIRL seemed the natural choice. Ron would get a story to draw, Kelly would get one to print, and I'd finally get her out of my system.

Ron and I immediately set to work, crafting our heroine's world. Though we were only planning to do the one story, we wanted it to seem like the pilot episode for a new series. We wanted the first--and, probably, only--appearance of Mayday Parker to touch the readers of today, to strike an emotional chord like her father's origin had done to the readers of 1962.

(By the way, Ron came up with the name "Mayday" and a lot of the other twists and turns in her first appearance. One of the major advantages of working with a genius like Ron is that he freely contributes plot ideas, character bits and even lines of dialogue, and I get to ride on his coattails. I also write the credits so I can make it look like I actually contributed.)

Anyway, Ron and I completed our story, which appeared in WHAT IF #105, and moved on. Unlike Stan and Steve, we hadn't planned to do a series. SPIDER-GIRL was only supposed to be a one-shot.

But, to our surprise and delight, the readers demanded more!

Marvel was flooded with letters, phone calls and outright pleas for SPIDER-GIRL. (I'd like to say that WHAT IF #105, dated February 1998, was one of the best-selling comic books of the year. It wasn't. Although it did pretty well compared to other issues of WHAT IF.)

Anyway, Bob Harras--Marvel's ever-illustrious editor in chief-- quickly suggested we do a regular SPIDER-GIRL comic and a few companion titles. Thus was born the MC-2 line of comics that launched in August 1998 with SPIDER-GIRL, A-NEXT, and J2. (If you haven't already sampled the other titles, give them a try. You might get a kick out them.)

For reasons that have to do with the son of a character who has been haunting him for the past few years, Ron elected to draw A-Next. That meant Spider-Girl needed a new artist, and only one name came to mind -- Pat Olliffe (whose name has been misspelled more often than I've typed adjectives).

Pat and I had occasionally worked together over the years, and his stint on UNTOLD TALES OF SPIDER-MAN had marked him as one of the premier spider-artists of this decade. (He, like Ron, is also full of ideas, and has extremely long coattails for the opportunistic writer.)

I could, of course, wax poetic about how Pat came on board, and made Spider-Girl his own. Why should I bother? You've already experienced his work, and arrived at your own superlatives.

Anyway, that's how Spider-Girl came to be born. (And we didn't even know that WHAT IF was going to be canceled.)

Thanks for being there!

Tom DeFalco

Tom DeFalco · October 1998

INTRODUCTION ORIGINALLY PRINTED IN ***SPIDER-GIRL: THE COMPLETE COLLECTION VOL. 1 TPB***.

Spider-Girl is the little engine that could. What started out as a single issue of *What If?* blossomed into a thirteen-year publishing phenomenon. My old boss and buddy Tom DeFalco and his artistic collaborators Ron Frenz and Pat Olliffe are justifiably proud of their cool creation.

The character's origin dates back to the long-running "Clone Saga" in the four Spider-Man titles back in the late 1990s. When then-Editor in Chief Bob Harras assigned DeFalco to *What If?* following his long stint in the Spider-Man office, Tom conceived of creating a new character for a solo appearance. Unexpectedly, the sales on that issue skyrocketed and Bob drafted Tom into producing three separate titles all set in the new MC2 universe, as it came to be called. Now that's what I call an auspicious beginning.

One of my marching orders when I edited the Spidey titles during the "Clone Saga" was to, let me put this politely, eliminate Mary Jane Parker's unborn child. Tom was the writer on *Amazing Spider-Man* at the time, where this ominous event occurred. Mission accomplished, although it was hardly a pleasant one. When *What If?* came Tom's way later, he wondered what if Peter and MJ's baby had actually been born and grew into a teenager, whereupon her latent spider-powers manifested. Remember, this was not intended to become a series, simply a single issue. Readers loved the spirited Mayday Parker, and the rest was history.

Tom based Mayday on one of his brother's daughters who, like our future hero, was a basketball player in high school. There are actual conversational bits that Tom overheard between his brother and his niece that found their way into the comic, giving it an air of authenticity. She became, in a sense, the template for this new addition to the Spider-Verse.

Knowing how he wanted to proceed with *Spider-Girl*, the talented Tom felt that hardcore readers wouldn't really place the book on their must-have list. That was just fine, because our far-thinking writer was using the new character to reach an untapped audience of potential comic-book readers intimidated by the years of accumulated history and heavy continuity of many mainstream Marvel comics. Here was the chance to start with a clean slate and the ever-industrious Mr. DeFalco took full advantage of it. So long as I have known him, Tom has been a strong proponent of putting out comic books that a new reader could jump into without needing a history lesson in Marvel mythology. So, with that idea in mind, Tom realized that if Mayday were to be presented as a 16-year-old, then the series had to be set some fifteen years in the future. Ron Frenz, one of Marvel's premier pencilers and close collaborator with Tom on so many projects including *What If?*, *Amazing Spider-Man* and *Thor*, was tapped to both pencil the *What If?* issue and do character sketches. Both men discussed what Peter and Mary Jane would look like fifteen years from now and how the outside world would appear. Tom was prescient back in 1998. He felt the urban landscape would stay basically the same and not turn into some variation of *The Jetsons*. He did believe computers would be smaller, and he was right on the nose about that one. Tom has often said that the readers back then asked constantly in their letters: Where are the flying cars? Well, some twenty years after the first issue of *Spider-Girl* was published, we can all ask the same question. Be sure to check out the environment in these stories carefully and you will note how similar it looks to current-day Marvel New York City.

From various creative quarters back then there were some rumblings that, as the series was to be set in the future of the mainstream Marvel Universe, essentially Tom DeFalco was establishing what it would become, thus constraining other writers. There was an easy fix for that, and so it became canon that Spider-Girl's future was merely a possible future of the Marvel Universe, not by any means definitive. Crisis averted. Whew. Another very interesting bit of business is that the series was only supposed to run for twelve issues. However, reader response was so enthusiastic that twelve issues became twelve issues more on and on until an astonishing thirteen years had passed and things were still going strong! Because there were three books that composed the MC2 universe, each was to have its own narrative style. *Spider-Girl* was written in second-person narration, giving Tom ample chance to get inside Mayday's psyche.

The overarching structure of *Spider-Girl*, according to its architect, was that of a family soap opera based on the theme of responsibility — a prime tenet of the Spider-Man mythos

and a truly sturdy foundation upon which to base your series. When Tom and Ron came up with the superb supporting cast, it was important to show that daughter Mayday shared characteristics of both her parents. Thus, this unique high-school student had both nerdy, bookish friends as well as outgoing types. She was, in effect, a synthesis of Peter and Mary Jane. Tom had a shrewd insight about parenting, too. You will note as you peruse these fine tales that Peter and MJ worry constantly about their daughter's safety as she assumes a costumed identity and faces off against a gallery of super villains. Yes, they are proud of Mayday and her exploits — but, like any parent, they fear that one time she will go out as Spider-Girl and not return. It would have to be nerve-racking to have a teenaged daughter who has daily encounters with the lethal likes of Venom and the Green Goblin. Peter Parker kept his identity secret from his frail Aunt May so she wouldn't have to be concerned about his possibly fatal activities. Peter and his wife have no such blissful ignorance.

Speaking of super villains, I must say that one of the more enjoyable aspects of rereading these stories was to see Tom's take on classic Spidey adversaries, fitting them so neatly into this new reality. And wait until you encounter some of the new baddies lurking herein, such as Crazy Eight and Darkdevil. They will simply knock your socks off! Of course, the stunning costume designs make them a visual delight. That brings me to the twin titans of the pencils whose top-notch renderings graced *Spider-Girl* from the beginning. I have already mentioned Ron Frenz, who initially brought our protagonist to vibrant, visual life in the now-classic *What If? #105*. Other commitments claimed Ron following that issue and the monthly penciling chores fell to the redoubtable Pat Olliffe. Pat is a first-rate storyteller, ideal for a series with such an emphasis on character interaction. His work has a nice, dramatic flair as well. It has been my pleasure and privilege to work with both Ron and Pat on *Thor*, and two more capable and cooperative illustrators you will never find. Pat toiled for years on *Spider-Girl* and his work only became more polished and powerful as the series progressed. He and Tom (as was true with Ron and Tom) worked hand in glove; a deft, seamless collaboration that brought out the best in both creators. All that wonderment awaits you in these pulse-pounding pages, favored one.

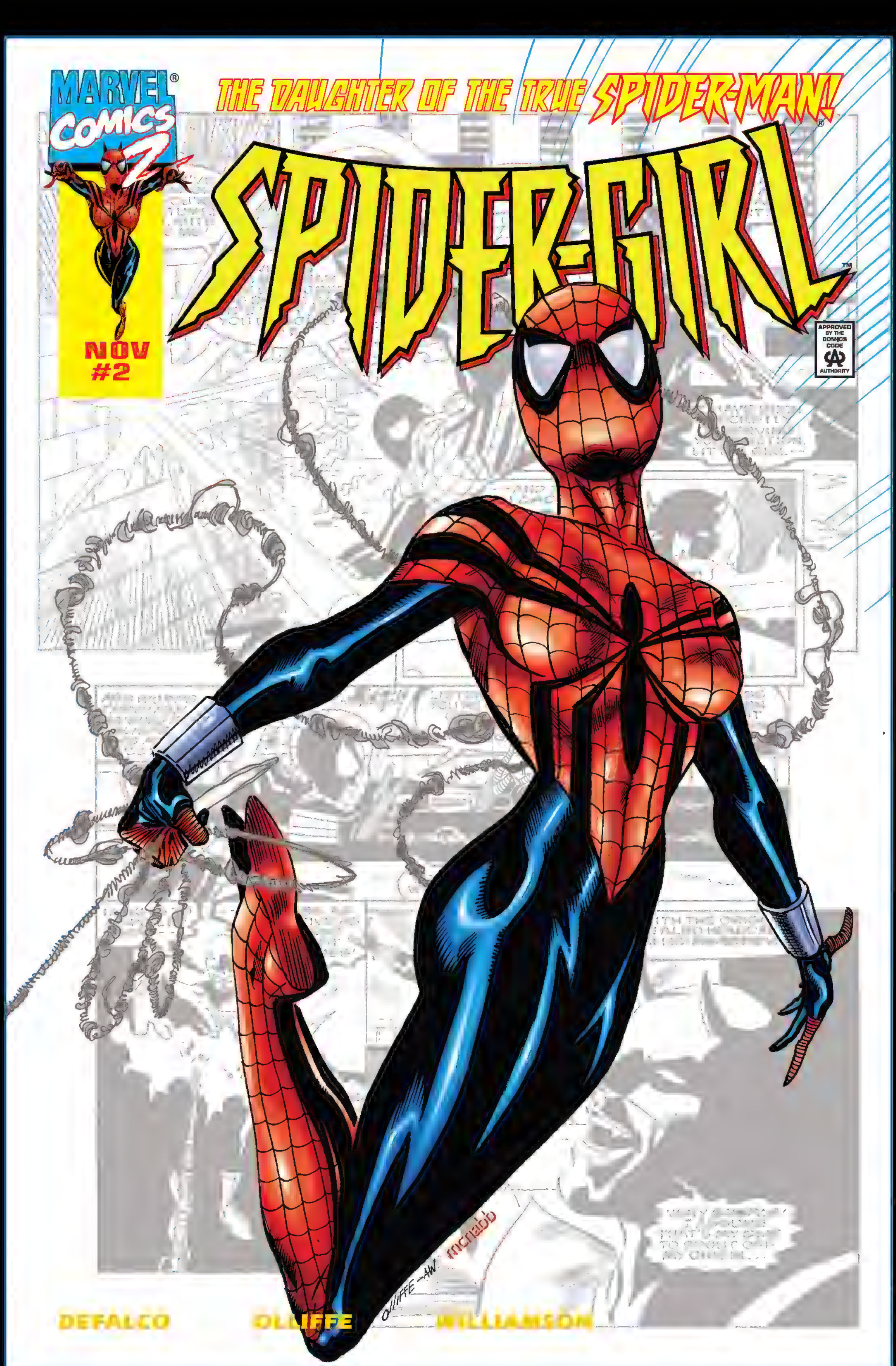
Before closing, I wanted to relate an anecdote of a small wager that Tom and I had back in the late 1990s, when Tom was comfortably ensconced on *Spider-Girl* and I was just starting up a *Spider-Woman* series. I had corralled some industry heavyweights to work on that book and was feeling very confident in its success. I bet my old buddy that my title would easily outlast his. Well, needless to say, I lost that one big time. Although all concerned on my book gave it their best, and it was a darn good comic, Tom won the wager and outlasted my title by only about twelve years. You can stop grinning now, Tom.

You need not have a PhD in Mighty Marvel Continuity to appreciate these wonderfully accessible comics crafted by stalwart storytellers at the peak of their considerable powers. You will be entranced by the youthful, irresistible Mayday Parker and her titanic struggle to live up to one of the great legacies in super-hero mythology. So, let's pay a visit to Midtown High School and watch our acrobatic hero strut her stuff on the basketball court. It is just the pleasant lull before the storm, though. Come on while there is still some room left on the bleachers.

RALPH MACCHIO

Ralph Macchio

Ralph Macchio spent over 35 years at Marvel, starting as an assistant editor and later writing Avengers, Thor *and many others. As editor, he oversaw books across the Marvel line, including shepherding the Ultimate line into existence, and editing all of Stephen King's Marvel adaptations.*



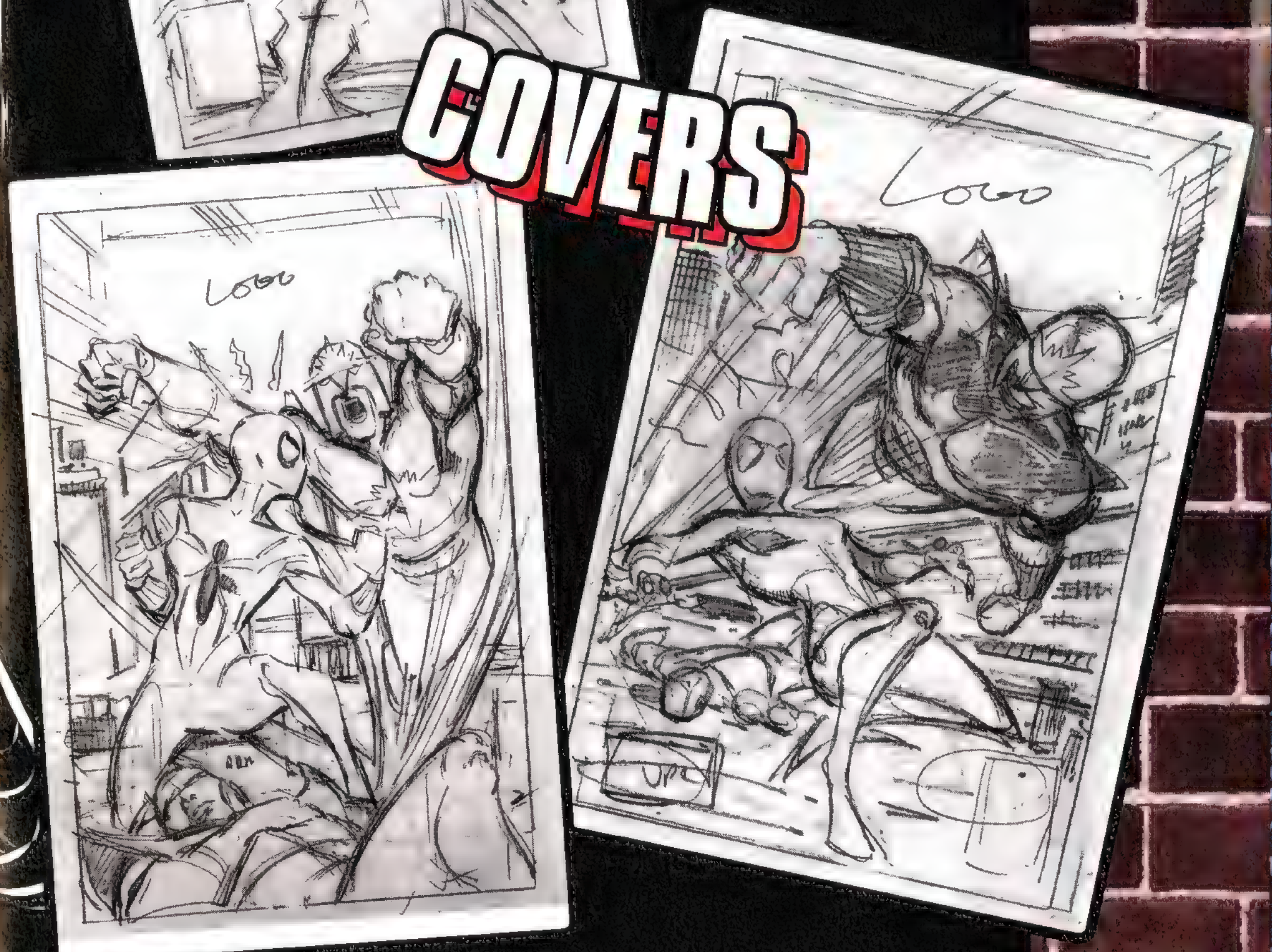
SPIDER-GIRL #2 "2-FOR-2" VARIANT COVER BY **PAT OLLIFFE, AL WILLIAMSON** & **MARK McNABB**

SPIDER-GIRL SKETCHBOOK

This sketchbook is written by the regular penciler on the monthly *Spider-Girl* comic book, Pat Olliffe...

Here are some cover sketches for issue #5 that I sent to our leader Tom DeFalco, but none of them appealed to him.

COVERS



Undaunted, I reused one of the layouts for issue #7! Unfortunately, we settled on a different sketch for the final cover. (but I'll continue to pitch this idea!)

"MAYDAY"

SPIDER-GIRL SKETCHBOOK

After drawing *Untold Tales Of Spider-Man*, I wanted to experiment with the way Spider-Girl would look and move.

SPIDER-GIRL SKETCHBOOK

This is the first—and, as it turns out, only—sketch of Spyral from issue #3.

Here's one black and white costume idea for Spider-Venom (issue #5), and we did almost a dozen color versions of it.

SPIDER-GIRL ISSUE ONE

E(xcitement)= MC-2

by Mark Bernardo

"This is just the most fun I've had doing comics in a long time!" So speaks former Marvel Editor in Chief and current AMAZING SPIDER-MAN scribe, Titanic Tom DeFalco, a man never known to mince words, on the continuing evolution of his latest project: MC-2. What is MC-2? As Stan the Man himself might say, there's nothing Einsteinian about it, Pilgrim! It's simply the next generation of Marvel superstars — with some familiar names and themes sprinkled about generously. MC-2 launches with a bang in August, with SPIDER-GIRL #1(written by DeFalco and illustrated by the former UNTOLD TALES OF SPIDER-MAN art team of Pat Olliffe and Al Williamson); A-NEXT #1 (by the former THOR team of DeFalco, Ron Frenz, and Brett Breeding) and J2 #1 (written by DeFalco, penciled by former SPIDER-MAN UNLIMITED, SILVER SURFER, and CAPTAIN AMERICA artist Ron Lim, and inked by one-time embellisher of everything under the sun, Al Milgrom).

Self-described "head cheerleader" of this new line, Tom gives us the starting point: "(The stories) take place in a possible future of the Marvel Universe, approximately fifteen years from now. " But don't expect the grim, hardcore atmospheres of such future worlds as Marvel 2099, Days of Future Past, or the Age of Apocalypse. Quite the contrary. According to DeFalco, "We really are looking to do 'kinder, gentler' comic books. Too many, comics today are very depressing, and it seems like you need an encyclopedia to follow them, and they have storylines that go on forever and never resolve themselves. Ron (Frenz) and I don't have great attention spans... (laughs)... so we're gonna do comics for people just like us! People who enjoy a good old fashioned hoo-hah comic in the Mighty Marvel tradition!"

"We're going to do comics for people just like us! People who enjoy a good old fashioned hoo-hah comic in the Mighty Marvel tradition!" —Tom DeFalco

The MC-2 books are also a bold experiment (or, some might say, a return to basics) in their storytelling format. Whereas each issue of each book takes place in a consistent universe, every issue will be a self-contained story. "All the issues are complete unto themselves," DeFalco says. " They all belong to a very tight universe, and if you're slick enough, you'll be able to see all the connections. But if you miss the first or second issues, you'll be able to pick up the third and jump on running from there. I think it's a tragic situation when every couple of months, someone advertises a book saying, 'Here's a jumping-on point!' Well, every issue should be a jumping-on point!"

WHAT IF THE FUTURE WAS NOW?

The possible future that provides the setting for MC-2 was first glimpsed in the recent WHAT IF? #105, by DeFalco, Frenz, and Bill Sienkiewicz, which introduced fandom to May "Mayday" Parker, the daughter of Peter and Mary Jane (And just in case you missed it, that important issue will be reprinted in August under the title SPIDER-GIRL #0 — Ed.). In that adventure, May became a second-generation web-slinger to combat the menace of an all-new Green Goblin — specifically, a warped, grown-up version of young Normie Osborn, who's still a child in the mainstream M.U. The issue was so well received, it opened the creative doors to DeFalco and Frenz to expand on their vision in a whole new line of ongoing series set in that reality.

Frenz reveals that "the reception to the Spider-Girl WHAT IF? was very heartening, because it showed that if you put some heart and soul behind the characters, if you deal with it respectfully of the source material, if you write it as if it's drawn right from regular continuity, then people react to it that way. The emotional response to the Spider-Girl story is really what gave us the idea that this could work as a line. What I compare it to, with high hopes, is DC's Kingdom Come, one of the biggest successes of last year. When you read Kingdom Come, there were all these references to things that had happened before, and it was all just this incredible tapestry where you the reader were taken and planted several years in the future, and now you get to find out what has happened since. I just think it's gonna be a lot of fun to just hang on tight and go for the ride."

FRIENDLY NEIGHBORHOOD GIRL NEXT DOOR

The head car in the MC-2 thrill ride is SPIDER-GIRL, whose ongoing regular series continues right from the aforementioned WHAT IF? tale, with Olliffe and Williamson taking the artistic reins over from the Frenz/Sienkiewicz team. DeFalco describes the title in a decidedly understated manner: "SPIDER-GIRL is essentially our teenage angst book, dealing with high school, and the trauma of a girl trying to

keep a secret from her parents. Of course, there's also spider-action as you like it!"

The title character is May "Mayday" Parker, who, as any intrepid Spider-fan knows, is the daughter of Peter Parker, our modern-day wall-crawler, and his vivacious wife Mary Jane. Little May met what looked to be an untimely end in PETER PARKER: SPIDER-MAN #75, but in this possible future, there was a happier ending for the Parkers. DeFalco goes into detail: "She's really a combination of Peter and Mary Jane — kind of what you'd expect their child to be. She's nowhere near as shy as Peter, and she's not as overt as Mary Jane. She's really somewhere in the middle."

Expect some familiar names and faces to crop up in the pages of SPIDER-GIRL as well. Aside from the ongoing, important role played by Peter and Mary Jane Parker, Spider-Man followers will recognize former "young, heroic" Green Goblin, Phil Urich, in a new role. DeFalco also promises to reveal what changes the future has wrought in the great metropolitan newspaper that once employed Peter Parker as a freelance photographer — the Daily Bugle. And it appears that May Parker's webbed alter ego will be facing a gaggle of bizarre opponents to rival even her father's rogues gallery — but DeFalco warns us not to expect a plethora of new villains with retread names and powers. "I think it's time to get creative again," he states matter-of-factly. "The first couple of villains are all brand-new. I would prefer that even if there's a villain based on something from the past, that we put new twists on it. In the first issue we meet a villain called Mister Nobody, who's actually much more dangerous and sinister than his name implies. In the second, we introduce a character called Crazy Eight, who's just as stable as his name implies. In that issue, we also meet a character — is he a hero, is he a villain, we're not sure! — called Darkdevil. In the third issue, we see the Fantastic Five, who we met in the WHAT IF story, and another brand-new super hero."

The lure of helping to craft the MC-2 universe, and the opportunity to chronicle the exploits of an all-new web-spinning superstar, proved too juicy an assignment to resist to Pat Olliffe, fresh from a very well-received stint on the acclaimed UNTOLD TALES OF SPIDER-MAN title and the relaunched MARVEL TEAM-UP. "In the WHAT IF? story, I thought Tom and Ron had set up a great character and a great direction. Plus, it was a chance to do another spider-related character. Now I'm finding out that there are similarities with the UNTOLD TALES book (which dealt with adventures of Spider-Man in the early days of his career, when Peter was still in high school — Ed.), because it deals with a younger character, someone just beginning her career as a hero, as well as dealing with school and parents, that kind of stuff."

"A-NEXT is the batten-down the hatches, kick-butt super hero brawl book!" —Ron Frenz

ASSEMBLE AGAIN!

If the operative word in the direction of SPIDER-GIRL is "angst," then the one that best encapsulates A-NEXT would probably be "action!" A-NEXT (or AVENGERS NEXT, for the abbreviation-impaired) looks to be the MC-2 title that leaves the readers gasping for breath on a monthly basis. As the title implies, this series chronicles the exploits of a new generation of Earth's Mightiest Heroes.

What happened to the current ones? DeFalco teases: "We're gonna find out at some point that the Avengers disbanded. They had a very tragic confrontation where they lost Captain America. This information comes out slowly over the first couple of issues. And now, ten years after (this disbanding), Avengers Mansion is essentially a museum. The series kicks off with Kevin Masterson — the son of Eric Masterson, the original Thunderstrike — showing up at Avengers headquarters. He's now going to art college in the city, and he's come to claim an inheritance." And if you think that inheritance involves a certain mystical mallet, and a legacy of heroism, then you're right on target!

Ron Frenz elaborates on what will set the book apart from both its modern day equivalent and the rest of the MC-2 line. "Whereas the SPIDER-GIRL book is going to concentrate on character development, dealing with a teenage character, and the emotional core of the father/daughter relationship, and whereas J2 is going to be a little bent toward humor and the adventure aspects of super heroes, A-NEXT is the batten-down-the-hatches, kick-butt super hero brawl book! We're gonna shove as many new characters and concepts into 22 pages as we can, and property is gonna get hurt! We're having lots of fun with it. And whereas the (original) Avengers have always been seen as the all-star team, the big guns, I think there's gonna be a little bit more of a club feel here, a family feel, as the characters evolve. They're young people, and young people by their very nature tend to look for groups in which to belong."

DeFalco named the core members of the next generation of Avengers and their links to current continuity, though he and Frenz are both remaining secretive about one of the founders' background. "The core team," DeFalco stated, "will be the new Thunderstrike, a new character called Stinger, J2, and a new character called Mainframe. Our reserve members are Jubilee, Speedball, and Jolt — existing characters in the Marvel Universe. Stinger is Cassie Lang — the daughter of Scott Lang, the current Ant-Man. She's now a biologist in her own right, and she figures now that her dad's been an Avenger, it's her turn! Mainframe is still a mystery. Somewhere around the third issue, the other members realize that they don't know who Mainframe is." Frenz hints a little more about A-Next's most mysterious member. "Mainframe is kind of enigmatic at this point, and is connected somewhere to the Tony Stark/Jim Rhodes (Iron Man/War Machine) dynasty of heroes, but we don't quite know at first exactly where he fits in."

The first threat the young team comes up against should strike longtime AVENGERS readers with a bit of deja vu. Issue #1 deals with the return of the Asgardian god of mischief, Loki — the villain who was indirectly responsible — much to his own chagrin — for the formation of the original Avengers. "Poor Loki," Tom laments, "he keeps doing it over and over again!"

NOTHING CAN STOP HIM!

The one member of A-Next who'll be showcased in his own ongoing title is J2 — originally described as "Juggernaut Junior" — but this character, while connected very directly to him, is a far cry from the unstoppable X-Men villain from which his name is derived. "He's the son of the original Juggernaut," Tom explains. "At some point, Cain Marko met the woman who is the mother of Zane (our new Juggernaut). We deal with it briefly; they met, they fell in love, and had a child. Somewhere down the line, the original Juggernaut was sent into another dimension and hasn't returned. In the series, we're not going to discuss much at first about whether or not he ever reformed from his criminal ways. By the second issue, there's a new Juggernaut out there, and Zane's mother, an assistant district attorney, goes on a quest to expose him. And it's her own son! So there should be plenty of conflict there, as Zane has to lie to his mom to keep his secret."

The format of J2 is one that hearkens back to some of the Marvel "split books" of the 1960's. Each issue is slated to have at least two separate stories, and the debut issue actually presents three! "The first one is the origin story. The second is where he gets his costume. The third is his first confrontation with a super-villain." Also making an appearance in the jam-packed first issue is Jubilee, which leads to an interesting and historic confrontation in the following issue, when Juggy takes on an all-new group of mutants — the uncanny X-People! It's tradition with a twist, because this time, the Juggernaut is on the side of the angels.

"Drawing those alternate future X-Men characters is lots of fun! There's tons of action in J2, man!" —Ron Lim

Tying together the action in the various MC-2 books are a number of threads, some subtle, some less so, that weave the next generation of Marvel into a cohesive universe. DeFalco gleefully explains: "The obvious one is that J2 has his own book, and he's also a member of the Avengers. Another one is Zane's (J2's) cousin is a member of SPIDER-GIRL's supporting cast. Also, the adult Peter Parker works at a police lab, where he often has contact with an assistant district attorney, who happens to be Zane's mother. There are strings from the modern day Marvel Universe as well. We're basically extrapolating from the Marvel Universe. The whole purpose here is for both the creators and the audience to be entertained. I can tell you that, at least on the creative level, it's working!" DeFalco is keeping mum about other future series spinning out of the MC-2 world, but maintains, "There are lots of possibilities."

So what reaction does the MC-2 creative crew hope to achieve after fans read the first issues? A sense of fun, enjoyment, light-hearted high adventure, and "hoo-hah action in the Mighty Marvel manner" seem to be the most frequently cited goals. Ron Frenz sums it up succinctly: "Frankly," he says, " I would hope the initial reaction after reading issue #1 is... 'Hey, when the heck is #2 coming out?'" That about says it all, right?

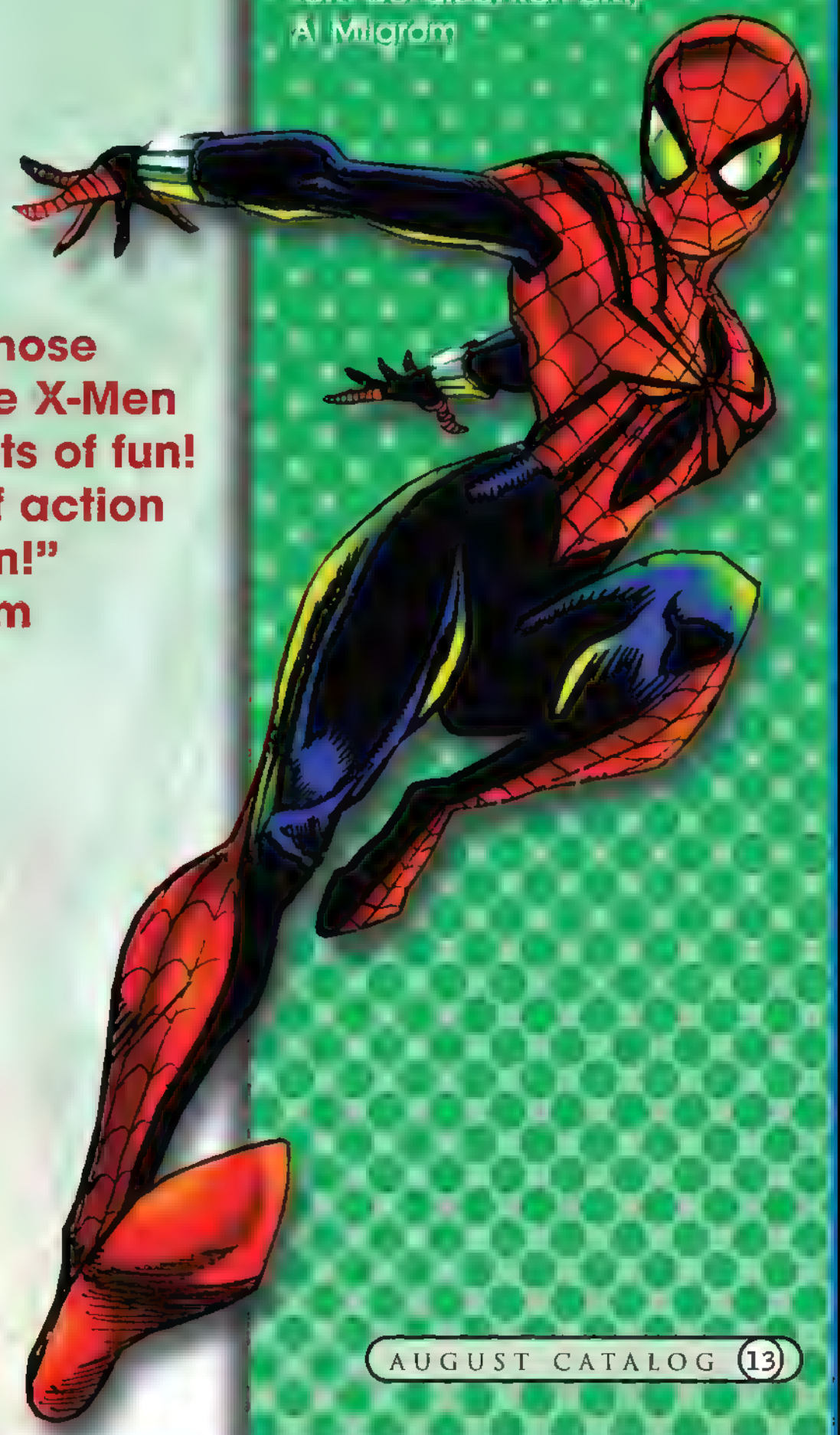
Marvel Spotlight: MC-2

On Sale August 5th
Spider-Girl #0
Tom DeFalco/Ron Frenz/
Bill Sienkiewicz

On Sale August 12th
Spider-Girl #1
Tom DeFalco/Pat Olliffe/
Al Williamson

On Sale August 19th
A-Next #1
Tom DeFalco/Ron Frenz/
Brett Breeding

On Sale August 26th
J2 #1
Tom DeFalco/Ron Lim/
Al Milgrom



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Spider Girl 9 21

YOUR DAD IMMEDIATELY COMES TO MIND AS YOUR WEBBING SMACKS HOME--

--DECISIVELY THREADING THE NEEDLE BETWEEN KILLERWATT'S TWO HANDS!

SPLAT!!

AS TEDIOUS AS THEY CAN BE, THOSE EARLY MORNING SESSIONS SEEM TO BE PAYING OFF!!

YESSS!

ARRKKK!!

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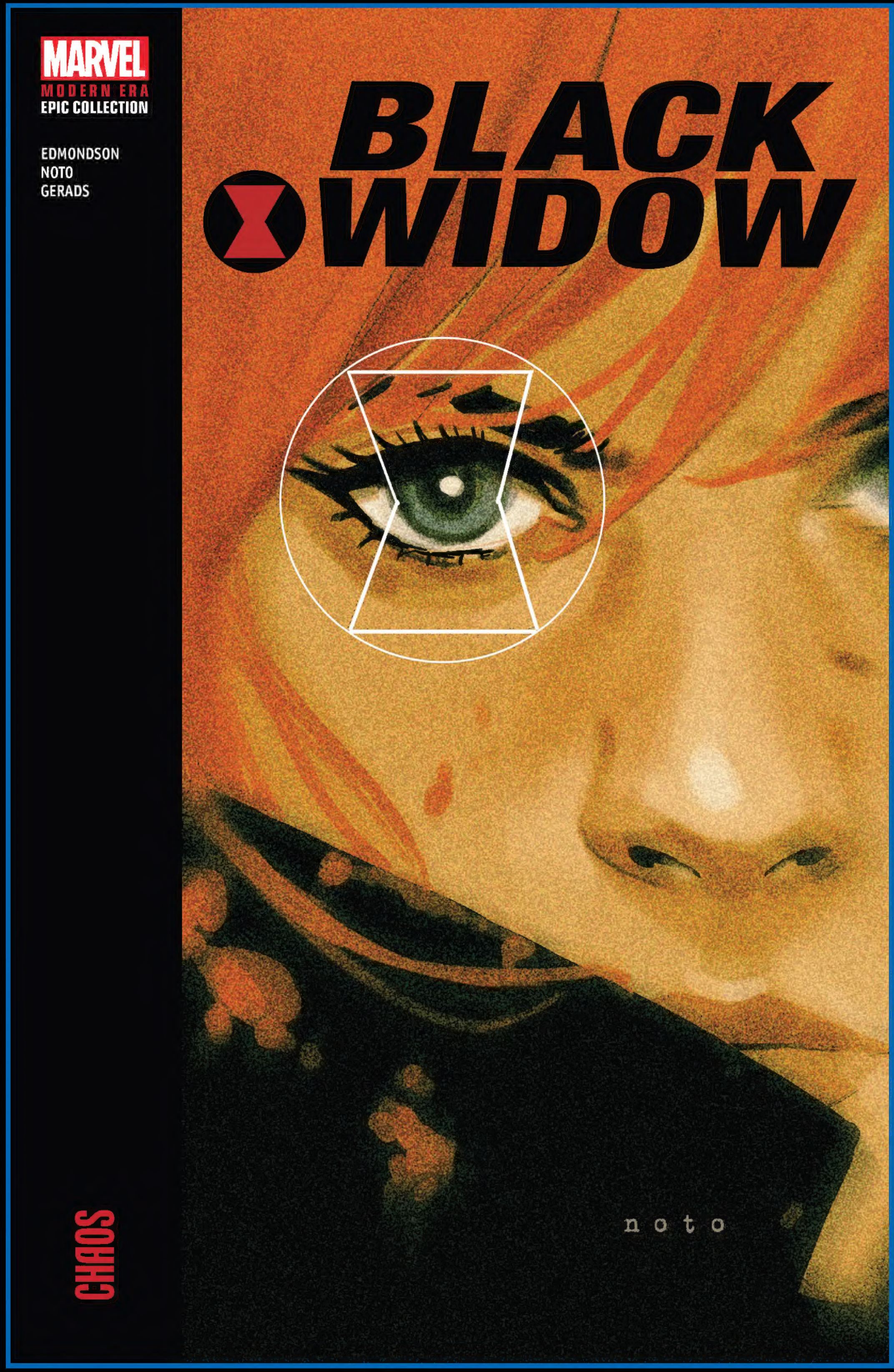

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